

05/18/00  
JCS37 U.S. PTO

PATENT

05-22-00

NEW APPLICATION

CASE 3202

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

IN RE APPLICATION OF: Michael S. South, Qingpeng Zeng, Ashton T. Hamme, II,  
and Melvin L. Rueppel.

TITLE: SUBSTITUTED POLYCYCLIC ARYL AND HETEROARYL PYRIDONES  
USEFUL FOR SELECTIVE INHIBITION OF THE COAGULATION CASCADE

Commissioner of Patents and Trademarks

Washington, D. C. 20231

Sir:

Transmitted herewith for filing is the above-identified patent application which, in  
accordance with 37 CFR 1.51, comprises:

- [X] Abstract and Specification including 647 Claims
- [ ] An Assignment of the application and a Declaration and Power of Attorney
- [X] An Assignment of the application and a Declaration and Power of Attorney to follow  
under separate cover
- [ ] Sheets of formal/informal drawings \_\_.
- [X] Post Card
- [ ] Prior Art Statement (37 CFR 1.97)
- [ ] Preliminary Amendment
- [X] A **triplicate** copy of this transmittal paper is enclosed.
- [X] The present application claims priority under Title 35, United States Code, §119 of  
United States Provisional application Serial No. 60/134,811, filed May 19, 1999.

The Commissioner is hereby authorized and requested to charge any fees\* in addition to the  
above as well as all future fees set forth in 37 CFR 1.16 and 1.17 which may be required during the  
entire pendency of this Application, and credit any overcharges to Deposit Account No. 19-1025.

NOTE: THIS AUTHORIZATION DOES NOT INCLUDE FEES REQUIRED UNDER 37 CFR 1.18

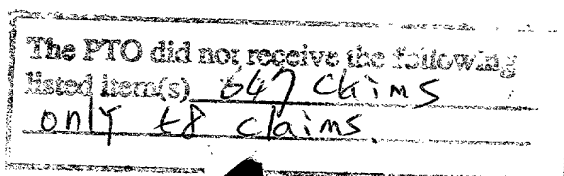
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\* Calculated as follows:

Basic Fee	\$ 690.00
Total Claims in Excess of 20 X \$18 (627 X \$18)	\$11,286.00
Independent Claims in Excess of 3 X \$78 (0 X \$78)	0
Surcharge for Multiple Dependent Claim(s) (\$260)	\$ 260.00
FILING FEE	\$12,236.00

ASSIGNMENT RECORDING FEE



JCS37 U.S. PTO  
09/574740  
05/18/00

## **Substituted Polycyclic Aryl and Heteroaryl Pyridones Useful for Selective Inhibition of the Coagulation Cascade**

### Abstract

The invention relates to substituted polycyclic aryl and heteroaryl pyridone compounds useful as inhibitors of serine proteases of the coagulation cascade and compounds, compositions and methods for anticoagulant therapy for the treatment and prevention of a variety of thrombotic conditions including coronary artery and cerebrovascular diseases.

## **Substituted Polycyclic Aryl and Heteroaryl Pyridones Useful for Selective Inhibition of the Coagulation Cascade**

### **Field of the Invention**

5           This invention is in the field of anticoagulant therapy, and specifically relates to compounds, compositions and methods for preventing and treating thrombotic conditions such as coronary artery and cerebrovascular disease. More particularly, the invention relates to substituted polycyclic aryl and heteroaryl pyridone compounds that inhibit serine proteases of the coagulation  
10 cascade.

### **Background of the Invention**

Physiological systems control the fluidity of blood in mammals [Majerus, P. W. et al: Anticoagulant, Thrombolytic, and Antiplatelet Drugs. In Hardman, J. G. and Limbird, L. E., editors: Goodman & Gilman's The  
15 Pharmacological Basis of Therapeutics. 9th edition. New York, McGraw-Hill Book Co., 1996, pp. 1341-1343]. Blood must remain fluid within the vascular systems and yet be able to undergo hemostasis, cessation of blood loss from a damaged vessel, quickly. Hemostasis or clotting begins when  
20 platelets first adhere to macromolecules in subendothelial regions of an injured and/or damaged vessels. These platelets aggregate to form the primary hemostatic plug and stimulate local activation of plasma coagulation factors leading to generation of a fibrin clot that reinforces the aggregated platelets.

Plasma coagulation factors include factors II, V, VII, VIII, IX, X, XI, and XII; these are also called protease zymogens. These coagulation factors or  
25 protease zymogens are activated by serine proteases leading to coagulation in a so called "coagulation cascade" or chain reaction [Handin, R. I.: Bleeding and Thrombosis. In Wilson, J., et al. editors: Harrison's Principles of Internal Medicine. 12th Edition, New York, McGraw-Hill Book Co., 1991, p.350].  
30 Coagulation or clotting occurs in two ways through different pathways. An intrinsic or contact pathway leads from XII to XIIa to XIa to IXa and to the conversion of X to Xa. Xa with factor Va converts prothrombin (II) to thrombin (IIa) leading to conversion of fibrinogen to fibrin. Polymerization of fibrin leads to a fibrin clot. An extrinsic pathway is initiated by the conversion  
35 of coagulation factor VII to VIIa by Xa. The presence of Tissue Factor and

VIIa accelerates formation of Xa in the presence of calcium ion and phospholipids. Formation of Xa leads to thrombin, fibrin, and a fibrin clot as described above. The presence of one or more of these many different coagulation factors and two distinct pathways of clotting could enable the  
5 efficacious, selective control and better understanding of parts of the coagulation or clotting process.

While clotting as a result of an injury to a blood vessel is a critical physiological process for mammals such as man, clotting can also lead to disease states. A pathological process called thrombosis results when platelet  
10 aggregation and/or a fibrin clot blocks (i.e., occludes) a blood vessel. Arterial thrombosis may result in ischemic necrosis of the tissue supplied by the artery. When the thrombosis occurs in a coronary artery, a myocardial infarction or heart attack can result. A thrombosis occurring in a vein may cause tissues drained by the vein to become edematous and inflamed. Thrombosis of a deep  
15 vein may be complicated by a pulmonary embolism. Preventing or treating clots in a blood vessel may be therapeutically useful by inhibiting formation of blood platelet aggregates, inhibiting formation of fibrin, inhibiting thrombus formation, inhibiting embolus formation, and for treating or preventing unstable angina, refractory angina, myocardial infarction, transient ischemic  
20 attacks, atrial fibrillation, thrombotic stroke, embolic stroke, deep vein thrombosis, disseminated intravascular coagulation, ocular build up of fibrin, and reocclusion or restenosis of recanalized vessels.

There have been several reports of non-peptidic and peptidic pyridone compounds that act as an inhibitor of a coagulation factor present in the  
25 coagulation cascade or clotting process. In PCT Patent Application WO 98/47876, Van Boeckel et al. describe peptidic 6-alkylpyridones and 2-alkylpyrimidinones as anti-thrombotic compounds. In PCT Patent Application WO 98/16547, Zhu and Scarborough describe 3-(N-heterocyclamino)-4,5,6-substituted-pyridonylacetamides and 2,4-substituted-5-(N-heterocyclamino)-  
30 pyrimidinonyl-acetamides containing amide substituents and having activity against mammalian factor Xa. In US Patent 5,656,645, Tamura et al. describe 4,5,6-substituted-3-aminopyridonyl-acetamides, 1,6-substituted-5-aminouracinyacetamides, and 2,4-substituted-5-aminopyrimidinonyl-acetamides containing amide substituents having a formyl function and having  
35 activity against thrombin. In US Patent 5,658,930, Tamura et al. again

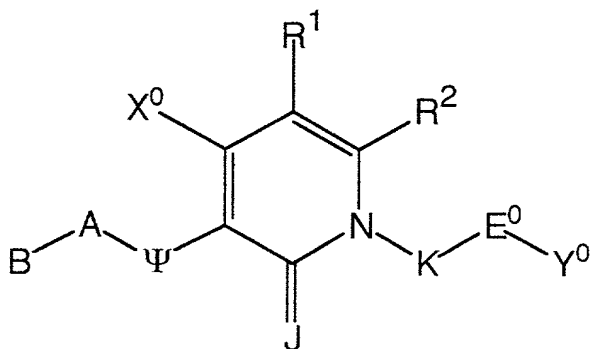


describe 4,5,6-substituted-3-aminopyridonyl-acetamides, 1,6-substituted-5-aminouracinyllacetamides, and 2,4-substituted-5-aminopyrimidinonyl-acetamides containing amide substituents having a formyl function and having activity against thrombin. In PCT Patent Applications 96/18644 and 97/46207, 5 Tamura et al. further describe 4,5,6-substituted-3-aminopyridonyllacetamides, 1,6-substituted-5-aminouracinyll-acetamides, and 2,4-substituted-5-amino-pyrimidinonyllacetamides containing amide substituents having a formyl function and having activity against thrombin. In PCT Patent Application WO 98/09949, Suzuki et al. describe 2-heterocyclylacetamido derivatives of 1,2- 10 diketones and report that they inhibit proteases, especially chymase inhibitors. In US Patent 5,668,289, Sanderson et al. describe 6-alkyl, 6-cycloalkyl, and 6-trifluoromethyl pyridones unsubstituted at the 4 and 5 positions and reported to inhibit thrombin. In PCT Patent Application WO 97/01338, Sanderson et al. describe 6-alkyl, 6-cycloalkyl, and 6-trifluoromethyl pyridones unsubstituted at 15 the 4 and 5 positions and reported to inhibit thrombin. In US Patent 5,792,779, Sanderson et al. describe substituted 4,6-alkyl, 4,6-cycloalkyl, and 4,6-trifluoromethyl pyridones having utility as thrombin inhibitors. In PCT Patent Application WO 97/30708, Sanderson et al. describe additional substituted 4,6-alkyl, 4,6-cycloalkyl, and 4,6-trifluoromethyl pyridones having 20 utility as thrombin inhibitors. In US Patent 5,869,487, Coburn et al. describe pyrido[3,4-B]pyrazines containing a fused 6-methylpyridone functionality and having utility as thrombin inhibitors. In PCT Patent Application WO 98/31670, Sanderson et al. describe additional 4-substituted 6-alkyl, 6-cycloalkyl, and 6-trifluoromethyl pyridones having utility as thrombin inhibitors. In PCT Patent 25 Application WO 98/17274, Coburn et al. disclose substituted 3,4-diamino-6-methylpyridones having utility as human thrombin inhibitors. In PCT Patent Application WO 98/42342, Isaacs et al. describe additional 6-alkyl, cycloalkyl, and trifluoromethyl substituted pyridones and pyrazinones reported to inhibit human thrombin.

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### Summary of the Invention

It is an object of the present invention to provide compounds that are beneficial in anticoagulant therapy and that have a general structure:



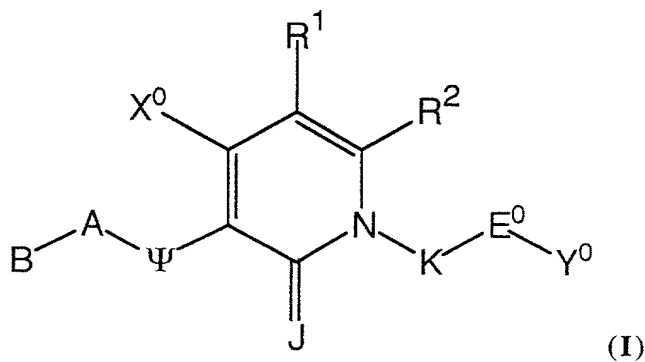
Formula (I).

It is another object of the present invention to provide methods for preventing and treating thrombotic conditions, such as coronary artery disease, cerebrovascular disease, and other coagulation related disorders. Such thrombotic conditions are prevented and treated by administering to a patient in need thereof an effective amount of compounds of Formula (I).

Various other objects and advantages of the present invention will become apparent from the following description of the invention.

### Description of the Invention

The present invention relates to a class of compounds comprising Substituted Polycyclic Aryl and Heteroaryl Pyridones, which are beneficial in anticoagulant therapy for the treatment and prevention of a variety of thrombotic conditions including coronary artery and cerebrovascular disease, as given in Formula (I):



(I)

or a pharmaceutically acceptable salt thereof, wherein;

J is selected from the group consisting of O and S;

J is optionally selected from the group consisting of  $\text{CH-R}^6$  and  $\text{N-R}^6$

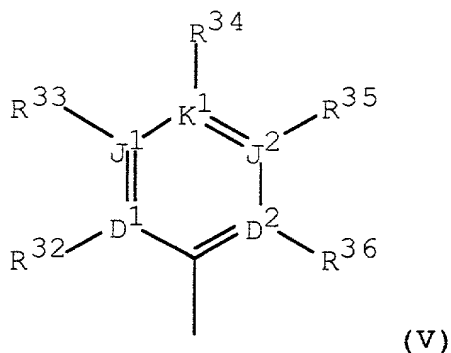
wherein  $\text{R}^6$  is a linear spacer moiety having a chain length of 1 to 4 atoms

linked to the point of bonding of a substituent selected from the group

consisting of  $\text{R}^{4a}$ ,  $\text{R}^{4b}$ ,  $\text{R}^{39}$ ,  $\text{R}^{40}$ ,  $\text{R}^5$ ,  $\text{R}^{14}$ , and  $\text{R}^{15}$  to form a heterocycl

5 ring having 5 through 8 contiguous members;

B is formula (V):



wherein  $\text{D}^1$ ,  $\text{D}^2$ ,  $\text{J}^1$ ,  $\text{J}^2$  and  $\text{K}^1$  are independently selected from the group

consisting of C, N, O, S and a covalent bond with the provisos that no more

10 than one is a covalent bond, no more than one of  $\text{D}^1$ ,  $\text{D}^2$ ,  $\text{J}^1$ ,  $\text{J}^2$  and  $\text{K}^1$  is O,

no more than one of  $\text{D}^1$ ,  $\text{D}^2$ ,  $\text{J}^1$ ,  $\text{J}^2$  and  $\text{K}^1$  is S, one of  $\text{D}^1$ ,  $\text{D}^2$ ,  $\text{J}^1$ ,  $\text{J}^2$  and

$\text{K}^1$  must be a covalent bond when two of  $\text{D}^1$ ,  $\text{D}^2$ ,  $\text{J}^1$ ,  $\text{J}^2$  and  $\text{K}^1$  are O and S,

and no more than four of  $\text{D}^1$ ,  $\text{D}^2$ ,  $\text{J}^1$ ,  $\text{J}^2$  and  $\text{K}^1$  are N with the proviso that

$\text{R}^{32}$ ,  $\text{R}^{33}$ ,  $\text{R}^{34}$ ,  $\text{R}^{35}$ , and  $\text{R}^{36}$  are each independently selected to maintain the

15 tetravalent nature of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;

$\text{R}^9$ ,  $\text{R}^{10}$ ,  $\text{R}^{11}$ ,  $\text{R}^{12}$ ,  $\text{R}^{13}$ ,  $\text{R}^{16}$ ,  $\text{R}^{17}$ ,  $\text{R}^{18}$ ,  $\text{R}^{19}$ ,  $\text{R}^{32}$ ,  $\text{R}^{33}$ ,  $\text{R}^{34}$ ,

$\text{R}^{35}$ , and  $\text{R}^{36}$  are independently selected from the group consisting of hydrido,

acetamido, haloacetamido, amidino, guanidino, dialkylsulfonium,

20 trialkylphosphonium, dialkylsulfoniumalkyl, carboxy, heteroaralkylthio,

heteroaralkoxy, cycloalkylamino, acylalkyl, acylalkoxy, aryloylalkoxy,

- heterocyclyloxy, aralkylaryl, aralkyl, aralkenyl, aralkynyl, heterocyclyl, perhaloaralkyl, aralkylsulfonyl, aralkylsulfonylalkyl, aralkylsulfinyl, aralkylsulfinylalkyl, halocycloalkyl, halocycloalkenyl, cycloalkylsulfinyl, cycloalkylsulfinylalkyl, cycloalkylsulfonyl, cycloalkylsulfonylalkyl,
- 5 heteroaryl-amino, N-heteroaryl-amino-N-alkyl-amino, heteroaryl-aminoalkyl, haloalkylthio, alkanoyloxy, alkoxy, alkoxyalkyl, haloalkoxyalkyl, heteroaralkoxy, cycloalkoxy, cycloalkenyl-oxy, cycloalkoxyalkyl, cycloalkylalkoxy, cycloalkenyl-oxyalkyl, cycloalkylenedioxy, halocycloalkoxy, halocycloalkoxyalkyl, halocycloalkenyl-oxy, halocycloalkenyl-oxyalkyl,
- 10 hydroxy, amino, alkoxy-amino, thio, nitro, lower alkyl-amino, alkylthio, alkylthioalkyl, aryl-amino, aralkyl-amino, arylthio, arylthioalkyl, heteroaralkoxyalkyl, alkylsulfinyl, alkylsulfinylalkyl, arylsulfinylalkyl, arylsulfonylalkyl, heteroaryl-sulfinylalkyl, heteroaryl-sulfonylalkyl, alkylsulfonyl, alkylsulfonylalkyl, haloalkylsulfinylalkyl,
- 15 haloalkylsulfonylalkyl, alkylsulfonamido, alkylaminosulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, monoaryl amidosulfonyl, arylsulfonamido, diarylamidosulfonyl, monoalkyl monoaryl amidosulfonyl, arylsulfinyl, arylsulfonyl, heteroarylthio, heteroaryl-sulfinyl, heteroaryl-sulfonyl, heterocyclylsulfonyl, heterocyclylthio, alkanoyl, alkenoyl,
- 20 aroyl, heteroaroyl, aralkanoyl, heteroaralkanoyl, haloalkanoyl, alkyl, alkenyl, alkynyl, alkenyl-oxy, alkenyl-oxyalkyl, alkylenedioxy, haloalkylenedioxy, cycloalkyl, cycloalkylalkanoyl, cycloalkenyl, lower cycloalkylalkyl, lower cycloalkenylalkyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyhaloalkyl, hydroxyaralkyl, hydroxyalkyl, alkylenyl-amino, hydroxyheteroaralkyl,
- 25 haloalkoxyalkyl, aryl, aralkyl, aryloxy, aralkoxy, aryloxyalkyl, saturated heterocyclyl, partially saturated heterocyclyl, heteroaryl, heteroaryloxy, heteroaryloxyalkyl, arylalkyl, heteroarylalkyl, arylalkenyl, heteroarylalkenyl, carboxyalkyl, carboalkoxy, alkoxycarboxamido, alkylamidocarbonylamido, arylamidocarbonylamido, carboalkoxyalkyl, carboalkoxyalkenyl, carboxy,
- 30 carboaralkoxy, carboxamido, carboxamidoalkyl, cyano, carbohaloalkoxy, phosphono, phosphonoalkyl, diaralkoxyphosphono, and diaralkoxyphosphonoalkyl;

$R^{16}$ ,  $R^{19}$ ,  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

$R^{32}$  and  $R^{33}$ ,  $R^{33}$  and  $R^{34}$ ,  $R^{34}$  and  $R^{35}$ , and  $R^{35}$  and  $R^{36}$  are

- 5 independently optionally selected to form a spacer pair wherein a spacer pair is taken together to form a linear moiety having from 3 through 6 contiguous atoms connecting the points of bonding of said spacer pair members to form a ring selected from the group consisting of a cycloalkenyl ring having 5 through 8 contiguous members, a partially saturated heterocyclyl ring having 5 through
- 10 8 contiguous members, a heteroaryl ring having 5 through 6 contiguous members, and an aryl with the proviso that no more than one of the group consisting of spacer pairs  $R^{32}$  and  $R^{33}$ ,  $R^{33}$  and  $R^{34}$ ,  $R^{34}$  and  $R^{35}$ , and  $R^{35}$  and  $R^{36}$  can be used at the same time;

$R^9$  and  $R^{10}$ ,  $R^{10}$  and  $R^{11}$ ,  $R^{11}$  and  $R^{12}$ , and  $R^{12}$  and  $R^{13}$  are

- 15 independently optionally selected to form a spacer pair wherein a spacer pair is taken together to form a linear moiety having from 3 through 6 contiguous atoms connecting the points of bonding of said spacer pair members to form a ring selected from the group consisting of a cycloalkenyl ring having 5 through 8 contiguous members, a partially saturated heterocyclyl ring having 5 through
- 20 8 contiguous members, a heteroaryl ring having 5 through 6 contiguous members, and an aryl with the proviso that no more than one of the group consisting of spacer pairs  $R^9$  and  $R^{10}$ ,  $R^{10}$  and  $R^{11}$ ,  $R^{11}$  and  $R^{12}$ , and  $R^{12}$  and  $R^{13}$  can be used at the same time;

- B is optionally selected from the group consisting of hydrido,
- 25 trialkylsilyl, C2-C8 alkyl, C3-C8 alkylenyl, C3-C8 alkenyl, C3-C8 alkynyl, C2-C8 haloalkyl, and C3-C8 haloalkenyl wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point

of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

5 B is optionally selected from the group consisting of C3-C15 cycloalkyl, C5-C10 cycloalkenyl, C4-C12 saturated heterocyclyl, and C4-C9 partially saturated heterocyclyl, wherein each ring carbon is optionally substituted with  $R^{33}$ , a ring carbon other than the ring carbon at the point of attachment of B to A is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbons and a nitrogen adjacent to the carbon atom at the point of attachment are optionally substituted with  $R^9$  or  $R^{13}$ , a ring carbon or nitrogen adjacent to the  $R^9$  position and two atoms from the point of attachment is optionally substituted with  $R^{10}$ , a ring carbon or nitrogen adjacent to the  $R^{13}$  position and two atoms from the point of attachment is optionally substituted with  $R^{12}$ , a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the  $R^{10}$  position is optionally substituted with  $R^{11}$ , a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the  $R^{12}$  position is optionally substituted with  $R^{33}$ , and a ring carbon or nitrogen four atoms from the point of attachment and adjacent to the  $R^{11}$  and  $R^{33}$  positions is optionally substituted with  $R^{34}$ ;

20 A is selected from the group consisting of single covalent bond,  $(W^7)_{rr}-(CH(R^{15}))_{pa}$  and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein rr is an integer selected from 0 through 1, pa is an integer selected from 0 through 6, and  $W^7$  is selected from the group consisting of O, S, C(O), C(S), C(O)S, C(S)O, C(O)N( $R^7$ ), C(S)N( $R^7$ ), ( $R^7$ )NC(O), ( $R^7$ )NC(S), S(O), S(O)<sub>2</sub>, S(O)<sub>2</sub>N( $R^7$ ), ( $R^7$ )NS(O)<sub>2</sub>, P(O)( $R^8$ ), N( $R^7$ )P(O)( $R^8$ ), P(O)( $R^8$ )N( $R^7$ ),

25

$C(NR^7)N(R^7)$ ,  $(R^7)NC(NR^7)$ ,  $(R^7)NC(NR^7)NR^7$ , and  $N(R^7)$  with the proviso that no more than one of the group consisting of  $rr$  and  $pa$  can be 0 at the same time;

$R^7$  and  $R^8$  are independently selected from the group consisting of

5 hydrido, hydroxy, alkyl, acyl, aroyl, heteroaroyl, and alkoxyalkyl;

$R^{14}$ ,  $R^{15}$ ,  $R^{37}$ , and  $R^{38}$  are independently selected from the group

consisting of hydrido, hydroxy, halo, cyano, hydroxyalkyl, alkoxy, alkyl, alkoxyalkyl, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, haloalkyl, haloalkenyl, haloalkoxy, haloalkoxyalkyl, haloalkenyloxyalkyl, 10 halocycloalkoxy, halocycloalkoxyalkyl, halocycloalkenyloxyalkyl, carboxy, carboxyalkyl, carboalkoxy, carboxamide, and carboxamidoalkyl;

$R^{14}$  and  $R^{38}$  can be independently selected from the group consisting of acyl, aroyl, and heteroaroyl with the proviso that acyl is selected from other than formyl and 2-oxoacyl;

15  $\Psi$  is selected from the group consisting of  $NR^5$ , O, C(O), C(S), S, S(O), S(O)<sub>2</sub>, ON( $R^5$ ), P(O)( $R^8$ ), and CR<sup>39</sup>R<sup>40</sup>;

$R^5$  is selected from the group consisting of hydrido, hydroxy, amino, alkyl, alkoxy, alkoxyalkyl, haloalkyl, acyl, aroyl, and heteroaroyl;

$R^{39}$  and  $R^{40}$  are independently selected from the group consisting of

20 hydrido, hydroxy, halo, cyano, hydroxyalkyl, acyl, aroyl, heteroaroyl, acylamido, alkoxy, alkyl, alkoxyalkyl, haloalkyl, haloalkoxy, haloalkoxyalkyl, alkylsulfonyl, haloalkylsulfonyl, carboxy, carboxyalkyl, carboalkoxy, carboxamide, and carboxamidoalkyl;

$R^1$ ,  $R^2$  and  $X^0$  are independently selected from the group consisting of

25  $Z^0$ -Q, hydrido, alkyl, alkenyl, and halo;

$R^1$  and  $X^0$  are independently optionally selected from the group consisting of amino, aminoalkyl, alkylamino, amidino, guanidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, alkylthio, dialkylsulfonium, trialkylphosphonium, dialkylsulfoniumalkyl,

heteroarylamino, nitro, arylamino, aralkylamino, alkanoyl, alkenoyl, aroyl, heteroaroyl, aralkanoyl, heteroaralkanoyl, haloalkanoyl, hydroxyhaloalkyl, cyano, and phosphono;

$X^0$  and  $R^1$  and  $R^1$  and  $R^2$ , with the proviso that no more than one of

- 5 the group consisting of spacer pair  $X^0$  and  $R^1$  and spacer pair  $R^1$  and  $R^2$  is be used at the same time, are optionally selected to be  $-W=X-Y=Z-$  wherein  $-W=X-Y=Z-$  forms a ring selected from the group consisting of a heteroaryl ring having from 5 through 6 contiguous members and an aryl;

- W, X, Y, and Z are independently selected from the group consisting  
 10 of  $C(R^9)$ ,  $C(R^{10})$ ,  $C(R^{11})$ ,  $C(R^{12})$ , N,  $N(R^{10})$ , O, S and a covalent bond with the provisos that W, X, Y, and Z can be independently selected to be a covalent bond when one of W, X, Y, and Z is selected from the group consisting of N,  $N(R^{10})$ , O, and S, no more than one of W, X, Y, and Z can be selected from the group consisting of O and S, and no more than three of  
 15 W, X, Y, and Z can be selected from the group consisting of N and  $N(R^{10})$ ;

- $X^0$  and  $R^1$  and  $R^1$  and  $R^2$  spacer pairs are independently optionally selected to be taken together to form a spacer pair wherein the spacer pair forms a linear moiety having from 3 through 6 contiguous atoms connecting the points of bonding of said spacer pair members to form a ring selected from the  
 20 group consisting of a cycloalkenyl ring having from 5 through 8 contiguous members and a partially saturated heterocyclyl ring having from 5 through 8 contiguous members, wherein said spacer pair is optionally substituted with one or more of the group consisting of  $R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$  and with the proviso that no more than one of the group consisting of spacer pair  $X^0$  and  
 25  $R^1$  and spacer pair  $R^1$  and  $R^2$  is present at the same time;

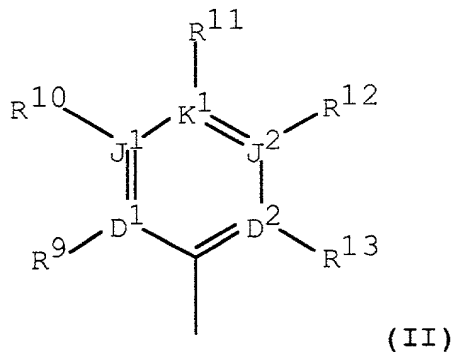
$Z^0$  is selected from the group consisting of covalent single bond,  $(CR^{41}R^{42})_q$  wherein q is an integer selected from 1 through 6,  $(CH(R^{41}))_g^-$   $W^0-(CH(R^{42}))_p$  wherein g and p are integers independently selected from 0



- through 3 and  $W^0$  is selected from the group consisting of O, S, C(O), C(S), C(O)O, C(S)O, C(O)S, C(S)S, C(O)N(R<sup>41</sup>), (R<sup>41</sup>)NC(O), C(S)N(R<sup>41</sup>), (R<sup>41</sup>)NC(S), OC(O)N(R<sup>41</sup>), (R<sup>41</sup>)NC(O)O, SC(S)N(R<sup>41</sup>), (R<sup>41</sup>)NC(S)S, SC(O)N(R<sup>41</sup>), (R<sup>41</sup>)NC(O)S, OC(S)N(R<sup>41</sup>), (R<sup>41</sup>)NC(S)O,
- 5 N(R<sup>42</sup>)C(O)N(R<sup>41</sup>), (R<sup>41</sup>)NC(O)N(R<sup>42</sup>), N(R<sup>42</sup>)C(S)N(R<sup>41</sup>), (R<sup>41</sup>)NC(S)N(R<sup>42</sup>), S(O), S(O)<sub>2</sub>, S(O)<sub>2</sub>N(R<sup>41</sup>), N(R<sup>41</sup>)S(O)<sub>2</sub>, Se, Se(O), Se(O)<sub>2</sub>, Se(O)<sub>2</sub>N(R<sup>41</sup>), N(R<sup>41</sup>)Se(O)<sub>2</sub>, P(O)(R<sup>8</sup>), N(R<sup>7</sup>)P(O)(R<sup>8</sup>), P(O)(R<sup>8</sup>)N(R<sup>7</sup>), N(R<sup>41</sup>), ON(R<sup>41</sup>), and SiR<sup>28</sup>R<sup>29</sup>, and (CH(R<sup>41</sup>))<sub>e</sub>-W<sup>22</sup>- (CH(R<sup>42</sup>))<sub>h</sub> wherein e and h are integers independently selected from 0
- 10 through 2 and W<sup>22</sup> is selected from the group consisting of CR<sup>41</sup>=CR<sup>42</sup>, CR<sup>41</sup>R<sup>42</sup>=C; vinylidene), ethynylidene (C≡C; 1,2-ethynyl), 1,2-cyclopropyl, 1,2-cyclobutyl, 1,2-cyclohexyl, 1,3-cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-morpholinyl, 2,4-morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl, 3,5-morpholinyl, 1,2-piperazinyl, 1,3-piperazinyl, 2,3-piperazinyl, 2,6-piperazinyl, 1,2-piperidinyl, 1,3-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,6-piperidinyl, 3,4-piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl, 2,3-pyrrolidinyl, 2,4-pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl, 2,3-tetrahydrofuranyl, 2,4-tetrahydrofuranyl, 2,5-tetrahydrofuranyl, and 3,4-tetrahydrofuranyl, with the provisos that R<sup>41</sup> and
- 15 R<sup>42</sup> are selected from other than halo and cyano when directly bonded to N and Z<sup>0</sup> is directly bonded to the pyridone ring:
- 20 R<sup>41</sup> and R<sup>42</sup> are independently selected from the group consisting of amidino, hydroxyamino, hydrido, hydroxy, amino, halo, cyano, aryloxy, hydroxyalkyl, acyl, aroyl, heteroaroyl, heteroaryloxyalkyl, alkoxy, alkyl, aryl, aralkyl, aryloxyalkyl, aralkoxyalkylalkoxy, alkoxyalkyl, heteroaryloxyalkyl, cycloalkyl, cycloalkylalkyl, cycloalkylalkenyl, cycloalkenyl, cycloalkenylalkyl,
- 25

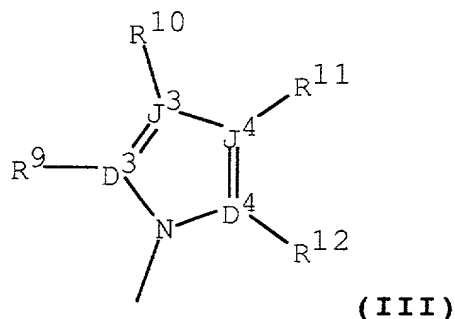
haloalkyl, haloalkenyl, halocycloalkyl, halocycloalkenyl, haloalkoxy, haloalkoxyalkyl, haloalkenyloxyalkyl, halocycloalkoxy, halocycloalkoxyalkyl, halocycloalkenyloxyalkyl, saturated heterocyclyl, partially saturated heterocyclyl, heteroaryl, heteroaralkyl, heteroarylthioalkyl, heteroaralkylthioalkyl, alkylsulfonyl, haloalkylsulfonyl, arylsulfonyl, arylsulfonylalkyl, aralkylsulfonyl, cycloalkylsulfonyl, cycloalkylsulfonylalkyl, heteroarylsulfonylalkyl, heteroarylsulfonyl, and aralkylsulfonylalkyl;

Q is formula (II):



- 10 wherein  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond, no more than one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  is O, no more than one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  is S, one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  must be a covalent bond when two of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are O and S,
- 15 and no more than four of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are N, with the proviso that  $R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$  are each independently selected to maintain the tetravalent nature of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;

Q is optionally selected from formula (III):



wherein  $D^3$ ,  $D^4$ ,  $J^3$ , and  $J^4$  are independently selected from the group consisting of C, N, O, and S, no more than one of  $D^3$ ,  $D^4$ ,  $J^3$ , and  $J^4$  is O, no more than one of  $D^3$ ,  $D^4$ ,  $J^3$ , and  $J^4$  is S, and no more than three of  $D^1$ ,  $D^2$ ,

- 5  $J^1$ , and  $J^2$  are N with the proviso that  $R^9$ ,  $R^{10}$ ,  $R^{11}$ , and  $R^{12}$  are each independently selected to maintain the tetravalent nature of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;

- 10 Q is optionally selected from the group consisting of hydrido, alkyl, alkoxy, alkylamino, alkylthio, haloalkylthio, alkenyl, alkynyl, saturated heterocyclyl, partially saturated heterocyclyl, acyl, aroyl, heteroaroyl, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, cycloalkylalkenyl, haloalkyl, haloalkoxy, haloalkenyl, halocycloalkyl, halocycloalkenyl, haloalkoxyalkyl, haloalkenyloxyalkyl, halocycloalkoxyalkyl, and
- 15 halocycloalkenyloxyalkyl with the proviso that  $Z^0$  is selected from other than a single covalent bond when Q is hydrido;

K is  $(CR^{4a}R^{4b})_n$  wherein n is an integer selected from 1 through 2;

- $R^{4a}$  and  $R^{4b}$  are independently selected from the group consisting of halo, hydrido, hydroxy, cyano, hydroxyalkyl, alkyl, alkenyl, alkoxyalkyl, aralkyl, heteroaralkyl, alkylthioalkyl, haloalkyl, haloalkenyl, and cyanoalkyl;
- 20

$E^0$  is  $E^1$ , when K is  $(CR^{4a}R^{4b})_n$ , wherein  $E^1$  is selected from the group consisting of a covalent single bond, O, S, C(O), C(S), C(O)O, C(S)O, C(O)S, C(S)S, C(O)N( $R^7$ ), ( $R^7$ )NC(O), C(S)N( $R^7$ ), ( $R^7$ )NC(S),

$\text{OC(O)N(R}^7\text{)}, (\text{R}^7\text{)NC(O)O}, \text{SC(S)N(R}^7\text{)}, (\text{R}^7\text{)NC(S)S}, \text{SC(O)N(R}^7\text{)},$   
 $(\text{R}^7\text{)NC(O)S}, \text{OC(S)N(R}^7\text{)}, (\text{R}^7\text{)NC(S)O}, \text{N(R}^8\text{)C(O)N(R}^7\text{)},$   
 $(\text{R}^7\text{)NC(O)N(R}^8\text{)}, \text{N(R}^8\text{)C(S)N(R}^7\text{)}, (\text{R}^7\text{)NC(S)N(R}^8\text{)}, \text{S(O)}, \text{S(O)}_2,$   
 $\text{S(O)}_2\text{N(R}^7\text{)}, \text{N(R}^7\text{)S(O)}_2, \text{S(O)}_2\text{N(R}^7\text{)C(O)}, \text{C(O)N(R}^7\text{)S(O)}_2, \text{P(O)(R}^8\text{)},$   
 5  $\text{N(R}^7\text{)P(O)(R}^8\text{)}, \text{P(O)(R}^8\text{)N(R}^7\text{)}, \text{N(R}^7\text{)}, \text{ON(R}^7\text{)}, \text{CR}^{4a}=\text{CR}^{4b},$   
 ethynylidene ( $\text{C}\equiv\text{C}$ ; 1,2-ethynyl), and  $\text{C}=\text{CR}^{4a}\text{R}^{4b}$ ;

K is optionally  $(\text{CH(R}^{14}\text{)})_j\text{-T}$  wherein j is selected from a integer from  
 0 through 2 and T is selected from the group consisting of single covalent  
 bond, O, S, and  $\text{N(R}^7\text{)}$  with the proviso that  $(\text{CH(R}^{14}\text{)})_j$  is bonded to the  
 10 pyridone ring;

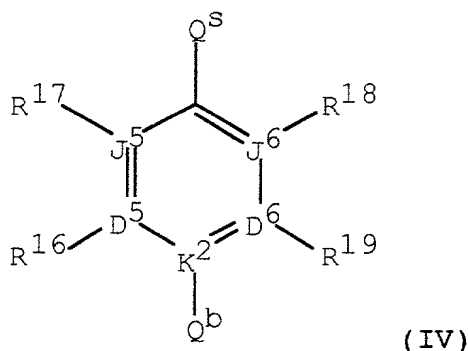
$\text{E}^0$  is optionally  $\text{E}^2$ , when K is  $(\text{CH(R}^{14}\text{)})_j\text{-T}$ , wherein  $\text{E}^2$  is selected  
 from the group consisting of a covalent single bond,  $\text{C(O)}$ ,  $\text{C(S)}$ ,  $\text{C(O)O}$ ,  
 $\text{C(S)O}$ ,  $\text{C(O)S}$ ,  $\text{C(S)S}$ ,  $\text{C(O)N(R}^7\text{)}, (\text{R}^7\text{)NC(O)}, \text{C(S)N(R}^7\text{)}, (\text{R}^7\text{)NC(S)},$   
 $(\text{R}^7\text{)NC(O)O}, (\text{R}^7\text{)NC(S)S}, (\text{R}^7\text{)NC(O)S}, (\text{R}^7\text{)NC(S)O}, \text{N(R}^8\text{)C(O)N(R}^7\text{)},$   
 15  $(\text{R}^7\text{)NC(O)N(R}^8\text{)}, \text{N(R}^8\text{)C(S)N(R}^7\text{)}, (\text{R}^7\text{)NC(S)N(R}^8\text{)}, \text{S(O)}, \text{S(O)}_2,$   
 $\text{S(O)}_2\text{N(R}^7\text{)}, \text{N(R}^7\text{)S(O)}_2, \text{S(O)}_2\text{N(H)C(O)}, \text{C(O)N(H)S(O)}_2, \text{P(O)(R}^8\text{)},$   
 $\text{N(R}^7\text{)P(O)(R}^8\text{)}, \text{P(O)(R}^8\text{)N(R}^7\text{)},$  and  $\text{N(R}^7\text{)}$ ;

K is optionally  $\text{G-(CH(R}^{15}\text{))}_k$  wherein k is selected from an integer  
 from 1 through 2 and G is selected from the group consisting of O, S, and  
 20  $\text{N(R}^7\text{)}$  with the proviso that  $\text{R}^{15}$  is other than hydroxy, cyano, halo, amino,  
 alkylamino, dialkylamino, and sulfhydryl when k is 1;

$\text{E}^0$  is optionally  $\text{E}^3$  when K is  $\text{G-(CH(R}^{15}\text{))}_k$ , wherein  $\text{E}^3$  is selected  
 from the group consisting of a covalent single bond, O, S,  $\text{C(O)}$ ,  $\text{C(S)}$ ,

- $C(O)O$ ,  $C(S)O$ ,  $C(O)S$ ,  $C(S)S$ ,  $C(O)N(R^7)$ ,  $(R^7)NC(O)$ ,  $C(S)N(R^7)$ ,  
 $(R^7)NC(S)$ ,  $OC(O)N(R^7)$ ,  $(R^7)NC(O)O$ ,  $SC(S)N(R^7)$ ,  $(R^7)NC(S)S$ ,  
 $SC(O)N(R^7)$ ,  $(R^7)NC(O)S$ ,  $OC(S)N(R^7)$ ,  $(R^7)NC(S)O$ ,  $N(R^8)C(O)N(R^7)$ ,  
 $(R^7)NC(O)N(R^8)$ ,  $N(R^8)C(S)N(R^7)$ ,  $(R^7)NC(S)N(R^8)$ ,  $S(O)$ ,  $S(O)_2$ ,  
 5  $S(O)_2N(R^7)$ ,  $N(R^7)S(O)_2$ ,  $P(O)(R^8)$ ,  $N(R^7)P(O)(R^8)$ ,  $P(O)(R^8)N(R^7)$ ,  
 $N(R^7)$ ,  $ON(R^7)$ ,  $CR^{4a}=CR^{4b}$ , ethynylidene ( $C\equiv C$ ; 1,2-ethynyl), and  
 $C=CR^{4a}R^{4b}$ ;

$Y^0$  is formula (IV):



- 10 wherein  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are independently selected from the group  
 consisting of C, N, O, S and a covalent bond with the provisos that no more  
 than one is a covalent bond,  $K^2$  is independently selected from the group  
 consisting of C and  $N^+$ , no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is O, no more  
 than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is S, one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  must be a  
 15 covalent bond when two of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are O and S, no more than  
 three of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is N when  $K^2$  is  $N^+$ , and no more than four of  
 $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are N when  $K^2$  is carbon with the provisos that  $R^{16}$ ,  $R^{17}$ ,  
 $R^{18}$ , and  $R^{19}$  are each independently selected to maintain the tetravalent nature

of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;

$R^{16}$  and  $R^{17}$  are optionally independently taken together to form a

- 5 linear moiety spacer having from 3 through 6 contiguous atoms connected to form a ring selected from the group consisting of a cycloalkenyl ring having from 5 through 8 contiguous members, a partially saturated heterocyclyl ring having from 5 through 8 contiguous members, a heteroaryl having from 5 through 6 contiguous members, and an aryl;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,

- 10  $+NR^{20}R^{21}R^{22}$ , oxy, alkyl, aminoalkylenyl, alkylamino, dialkylamino, dialkylsulfoniumalkyl, acylamino and  $Q^{be}$ , wherein  $Q^{be}$  is hydrido and  $R^{20}$ ,  $R^{21}$ , and  $R^{22}$  are independently selected from the group consisting of hydrido, amino, alkyl, hydroxy, alkoxy, aminoalkylenyl, alkylamino, dialkylamino, and hydroxyalkyl with the provisos that no more than one of  $R^{20}$ ,  $R^{21}$ , and  $R^{22}$  is
- 15 hydroxy, alkoxy, alkylamino, amino, and dialkylamino at the same time and that  $R^{20}$ ,  $R^{21}$ , and  $R^{22}$  must be other than be hydroxy, alkoxy, alkylamino, amino, and dialkylamino when  $K^2$  is  $N^+$ ;

$R^{20}$  and  $R^{21}$ ,  $R^{20}$  and  $R^{22}$ , and  $R^{21}$  and  $R^{22}$  are independently

- 20 optionally selected to form a spacer pair wherein a spacer pair is taken together to form a linear moiety having from 4 through 7 contiguous atoms connecting the points of bonding of said spacer pair members to form a heterocyclyl ring having 5 through 8 contiguous members with the proviso that no more than one of the group consisting of spacer pairs  $R^{20}$  and  $R^{21}$ ,  $R^{20}$  and  $R^{22}$ , and  $R^{21}$  and  $R^{22}$  is used at the same time;

- 25  $Q^b$  is optionally selected from the group consisting of  $N(R^{26})SO_2N(R^{23})(R^{24})$ ,  $N(R^{26})C(O)OR^5$ ,  $N(R^{26})C(O)SR^5$ ,

$N(R^{26})C(S)OR^5$  and  $N(R^{26})C(S)SR^5$  with the proviso that no more than one of  $R^{23}$ ,  $R^{24}$ , and  $R^{26}$  is hydroxy, alkoxy, alkylamino, amino, and dialkylamino when two of the group consisting of  $R^{23}$ ,  $R^{24}$ , and  $R^{26}$  are bonded to the same atom;

- 5  $Q^b$  is optionally selected from the group consisting of dialkylsulfonium, trialkylphosphonium,  $C(NR^{25})NR^{23}R^{24}$ ,  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ ,  $N(R^{26})C(O)N(R^{23})(R^{24})$ ,  $N(R^{26})C(S)N(R^{23})(R^{24})$ ,  $C(NR^{25})OR^5$ ,  $C(O)N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ ,  $C(S)N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ ,  $N(R^{26})N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ ,  $ON(R^{26})C(NR^{25})N(R^{23})(R^{24})$ ,  $N(R^{26})N(R^{26})SO_2N(R^{23})(R^{24})$ ,  $C(NR^{25})SR^5$ ,  $C(O)NR^{23}R^{24}$ , and  $C(O)NR^{23}R^{24}$  with the provisos that no more than one of  $R^{23}$ ,  $R^{24}$ , and  $R^{26}$  can be hydroxy, alkoxy, alkylaminol, amino, or dialkylamino when two of the group consisting of  $R^{23}$ ,  $R^{24}$ , and  $R^{26}$  are bonded to the same atom and that
- 10 said  $Q^b$  group is bonded directly to a carbon atom;
- $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, alkyl, hydroxy, alkoxy, aminoalkylenyl, alkylamino, dialkylamino, amino, and hydroxyalkyl;
- $R^{23}$  and  $R^{24}$  are optionally taken together to form a linear spacer moiety
- 20 having from 4 through 7 contiguous atoms connecting the points of bonding to form a heterocyclyl ring having 5 through 8 contiguous members;
- $Q^s$  is selected from the group consisting of a single covalent bond,  $(CR^{37}R^{38})_b(W^0)_{az}$  wherein  $az$  is an integer selected from 0 through 1,  $b$  is an integer selected from 1 through 4, and  $W^0$  is selected from the group

- consisting of O, S, C(O), C(S), C(O)O, C(S)O, C(O)S, C(S)S, C(O)N(R<sup>14</sup>), (R<sup>14</sup>)NC(O), C(S)N(R<sup>14</sup>), (R<sup>14</sup>)NC(S), OC(O)N(R<sup>14</sup>), SC(S)N(R<sup>14</sup>), SC(O)N(R<sup>14</sup>), OC(S)N(R<sup>14</sup>), N(R<sup>15</sup>)C(O)N(R<sup>14</sup>), (R<sup>14</sup>)NC(O)N(R<sup>15</sup>), N(R<sup>15</sup>)C(S)N(R<sup>14</sup>), (R<sup>14</sup>)NC(S)N(R<sup>15</sup>), S(O), S(O)<sub>2</sub>, S(O)<sub>2</sub>N(R<sup>14</sup>),
- 5 N(R<sup>14</sup>)S(O)<sub>2</sub>, P(O)(R<sup>8</sup>), N(R<sup>7</sup>)P(O)(R<sup>8</sup>), P(O)(R<sup>8</sup>)N(R<sup>7</sup>), N(R<sup>14</sup>), ON(R<sup>14</sup>), (CH(R<sup>14</sup>))<sub>c</sub>-W<sup>1</sup>-(CH(R<sup>15</sup>))<sub>d</sub> wherein c and d are integers independently selected from 1 through 4, and W<sup>1</sup> is selected from the group consisting of O, S, C(O), C(S), C(O)O, C(S)O, C(O)S, C(S)S, C(O)N(R<sup>14</sup>), (R<sup>14</sup>)NC(O), C(S)N(R<sup>14</sup>), (R<sup>14</sup>)NC(S), OC(O)N(R<sup>14</sup>), (R<sup>14</sup>)NC(O)O,
- 10 SC(S)N(R<sup>14</sup>), (R<sup>14</sup>)NC(S)S, SC(O)N(R<sup>14</sup>), (R<sup>14</sup>)NC(O)S, OC(S)N(R<sup>14</sup>), (R<sup>14</sup>)NC(S)O, N(R<sup>15</sup>)C(O)N(R<sup>14</sup>), (R<sup>14</sup>)NC(O)N(R<sup>15</sup>), N(R<sup>15</sup>)C(S)N(R<sup>14</sup>), (R<sup>14</sup>)NC(S)N(R<sup>15</sup>), S(O), S(O)<sub>2</sub>, S(O)<sub>2</sub>N(R<sup>14</sup>), N(R<sup>14</sup>)S(O)<sub>2</sub>, P(O)(R<sup>8</sup>), N(R<sup>7</sup>)P(O)(R<sup>8</sup>), P(O)(R<sup>8</sup>)N(R<sup>7</sup>), N(R<sup>14</sup>), ON(R<sup>14</sup>), and (CH(R<sup>14</sup>))<sub>e</sub>-W<sup>22</sup>-(CH(R<sup>15</sup>))<sub>h</sub> wherein e and h are integers
- 15 independently selected from 0 through 2 and W<sup>22</sup> is selected from the group consisting of CR<sup>41</sup>=CR<sup>42</sup>, CR<sup>41</sup>R<sup>42</sup>=C; vinylidene), ethynylidene (C≡C; 1,2-ethynyl), 1,2-cyclopropyl, 1,2-cyclobutyl, 1,2-cyclohexyl, 1,3-cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-morpholinyl, 2,4-morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl, 3,5-morpholinyl, 1,2-
- 20 piperazinyl, 1,3-piperazinyl, 2,3-piperazinyl, 2,6-piperazinyl, 1,2-piperidinyl, 1,3-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,6-piperidinyl, 3,4-piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl, 2,3-pyrrolidinyl, 2,4-pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl, 2,3-tetrahydrofuranyl, 2,4-tetrahydrofuranyl, 2,5-tetrahydrofuranyl, and 3,4-tetrahydrofuranyl, with the



provisos that  $R^{14}$  and  $R^{15}$  are selected from other than halo and cyano when directly bonded to N and that  $(CR^{37}R^{38})_b$ ,  $(CH(R^{14}))_c$ ,  $(CH(R^{14}))_e$  and are bonded to  $E^0$ ;

$Y^0$  is optionally  $Q^b-Q^{ss}$  wherein  $Q^{ss}$  is selected from the group

- 5 consisting of  $(CR^{37}R^{38})_f$  wherein f is an integer selected from 1 through 6,  $(CH(R^{14}))_c-W^1-(CH(R^{15}))_d$  wherein c and d are integers independently selected from 1 through 4, and  $W^1$  is selected from the group consisting of  $W^1$  is selected from the group consisting of O, S, C(O), C(S), C(O)O, C(S)O, C(O)S, C(S)S, C(O)N( $R^{14}$ ), ( $R^{14}$ )NC(O), C(S)N( $R^{14}$ ), ( $R^{14}$ )NC(S),
- 10 OC(O)N( $R^{14}$ ), ( $R^{14}$ )NC(O)O, SC(S)N( $R^{14}$ ), ( $R^{14}$ )NC(S)S, SC(O)N( $R^{14}$ ), ( $R^{14}$ )NC(O)S, OC(S)N( $R^{14}$ ), ( $R^{14}$ )NC(S)O, N( $R^{15}$ )C(O)N( $R^{14}$ ), ( $R^{14}$ )NC(O)N( $R^{15}$ ), N( $R^{15}$ )C(S)N( $R^{14}$ ), ( $R^{14}$ )NC(S)N( $R^{15}$ ), S(O), S(O)<sub>2</sub>, S(O)<sub>2</sub>N( $R^{14}$ ), N( $R^{14}$ )S(O)<sub>2</sub>, P(O)( $R^8$ ), N( $R^7$ )P(O)( $R^8$ ), P(O)( $R^8$ )N( $R^7$ ), N( $R^{14}$ ), ON( $R^{14}$ ), and  $(CH(R^{14}))_e-W^2-(CH(R^{15}))_h$
- 15 wherein e and h are integers independently selected from 0 through 2 and  $W^2$  is selected from the group consisting of  $CR^{4a}=CR^{4b}$ , ethynylidene ( $C\equiv C$ ; 1,2-ethynyl), and  $C=CR^{4a}R^{4b}$  with the provisos that  $R^{14}$  and  $R^{15}$  are selected from other than halo and cyano when directly bonded to N and that  $(CR^{37}R^{38})_f$ ,  $(CH(R^{14}))_c$ , and  $(CH(R^{14}))_e$  are bonded to  $E^0$ ;
- 20  $Y^0$  is optionally  $Q^b-Q^{sss}$  wherein  $Q^{sss}$  is  $(CH(R^{38}))_r-W^3$ , r is an integer selected from 1 through 3,  $W^3$  is selected from the group consisting of 1,1-cyclopropyl, 1,2-cyclopropyl, 1,1-cyclobutyl, 1,2-cyclobutyl, 1,2-

cyclohexyl, 1,3-cyclohexyl, 1,4-cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-morpholinyl, 2,4-morpholinyl, 2,5-morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl, 3,5-morpholinyl, 1,2-piperazinyl, 1,3-piperazinyl, 1,4-piperazinyl, 2,3-piperazinyl, 2,5-piperazinyl, 2,6-piperazinyl, 1,2-piperidinyl, 1,3-piperidinyl, 1,4-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,5-piperidinyl, 2,6-piperidinyl, 3,4-piperidinyl, 3,5-piperidinyl, 3,6-piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl, 2,3-pyrrolidinyl, 2,4-pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl, 2H-2,3-pyranyl, 2H-2,4-pyranyl, 2H-2,5-pyranyl, 4H-2,3-pyranyl, 4H-2,4-pyranyl, 4H-2,5-pyranyl, 2H-pyran-2-one-3,4-yl, 2H-pyran-2-one-4,5-yl, 4H-pyran-4-one-2,3-yl, 2,3-tetrahydrofuranyl, 2,4-tetrahydrofuranyl, 2,5-tetrahydrofuranyl, 3,4-tetrahydrofuranyl, 2,3-tetrahydropyranyl, 2,4-tetrahydropyranyl, 2,5-tetrahydropyranyl, 2,6-tetrahydropyranyl, 3,4-tetrahydropyranyl, and 3,5-tetrahydropyranyl, and each carbon and hyrido containing nitrogen member of the ring of the  $W^3$  other than the points of attachment is optionally substituted with one or more of the group consisting of  $R^9$ ,  $R^{10}$ ,  $R^{11}$ , and  $R^{12}$ , with the proviso that  $(CH(R^{38}))_r$  is bonded to  $E^0$  and  $Q^b$  is bonded to lowest numbered substituent position of each  $W^3$ ;

$Y^0$  is optionally  $Q^b-Q^{ssr}$  wherein  $Q^{ssr}$  is  $(CH(R^{38}))_r-W^4$ ,  $r$  is an integer selected from 1 through 3,  $W^4$  is selected from the group consisting of 1,2-cyclobutyl, 1,2-cyclohexyl, 1,3-cyclohexyl, 1,4-cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-morpholinyl, 2,4-morpholinyl, 2,5-morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl, 3,5-morpholinyl, 1,2-piperazinyl, 1,3-piperazinyl, 1,4-piperazinyl, 2,3-piperazinyl, 2,5-piperazinyl, 2,6-piperazinyl, 1,2-piperidinyl, 1,3-piperidinyl, 1,4-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,5-piperidinyl, 2,6-piperidinyl, 3,4-piperidinyl, 3,5-piperidinyl, 3,6-piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl, 2,3-pyrrolidinyl, 2,4-pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl, 2H-2,3-pyranyl, 2H-2,4-pyranyl, 2H-2,5-pyranyl, 4H-2,3-pyranyl, 4H-2,4-pyranyl, 4H-2,5-pyranyl, 2H-pyran-2-one-3,4-yl, 2H-pyran-2-one-4,5-yl, 4H-pyran-4-one-2,3-yl, 2,3-tetrahydrofuranyl, 2,4-tetrahydrofuranyl, 2,5-

tetrahydrofuranyl, 3,4-tetrahydrofuranyl, 2,3-tetrahydropyranyl, 2,4-tetrahydropyranyl, 2,5-tetrahydropyranyl, 2,6-tetrahydropyranyl, 3,4-tetrahydropyranyl, and 3,5-tetrahydropyranyl, and each carbon and hydrido containing nitrogen member of the ring of the  $W^4$  other than the points of

- 5 attachment is optionally substituted with one or more of the group consisting of  $R^9$ ,  $R^{10}$ ,  $R^{11}$ , and  $R^{12}$ , with the provisos that  $(CH(R^{38}))_r$  is bonded to  $E^0$  and  $Q^b$  is bonded to highest number substituent position of each  $W^4$ ;

$Y^0$  is optionally  $Q^b-Q^{ssss}$  wherein  $Q^{ssss}$  is  $(CH(R^{38}))_r-W^5$ , r is an

integer selected from 1 through 3,  $W^5$  is selected from the group consisting of

- 10 1,4-indenyl, 1,5-indenyl, 1,6-indenyl, 1,7-indenyl, 2,7-indenyl, 2,6-indenyl, 2,5-indenyl, 2,4-indenyl, 3,4-indenyl, 3,5-indenyl, 3,6-indenyl, 3,7-indenyl, 2,4-benzofuranyl, 2,5-benzofuranyl, 2,6-benzofuranyl, 2,7-benzofuranyl, 3,4-benzofuranyl, 3,5-benzofuranyl, 3,6-benzofuranyl, 3,7-benzofuranyl, 2,4-benzothiophenyl, 2,5-benzothiophenyl, 2,6-benzothiophenyl, 2,7-  
15 benzothiophenyl, 3,4-benzothiophenyl, 3,5-benzothiophenyl, 3,6-benzothiophenyl, 3,7-benzothiophenyl, 2,7-imidazo(1,2-a)pyridinyl, 3,4-imidazo(1,2-a)pyridinyl, 3,5-imidazo(1,2-a)pyridinyl, 3,6-imidazo(1,2-a)pyridinyl, 3,7-imidazo(1,2-a)pyridinyl, 2,4-indolyl, 2,5-indolyl, 2,6-indolyl, 2,7-indolyl, 3,4-indolyl, 3,5-indolyl, 3,6-indolyl, 3,7-indolyl, 1,4-  
20 isoindolyl, 1,5-isoindolyl, 1,6-isoindolyl, 2,4-isoindolyl, 2,5-isoindolyl, 2,6-isoindolyl, 2,7-isoindolyl, 1,3-isoindolyl, 3,4-indazolyl, 3,5-indazolyl, 3,6-indazolyl, 3,7-indazolyl, 2,4-benzoxazolyl, 2,5-benzoxazolyl, 2,6-benzoxazolyl, 2,7-benzoxazolyl, 3,4-benzisoxazolyl, 3,5-benzisoxazolyl, 3,6-benzisoxazolyl, 3,7-benzisoxazolyl, 1,4-naphthyl, 1,5-naphthyl, 1,6-naphthyl,  
25 1,7-naphthyl, 1,8-naphthyl, 2,4-naphthyl, 2,5-naphthyl, 2,6-naphthyl, 2,7-naphthyl, 2,8-naphthyl, 2,4-quinolinyl, 2,5-quinolinyl, 2,6-quinolinyl, 2,7-quinolinyl, 2,8-quinolinyl, 3,4-quinolinyl, 3,5-quinolinyl, 3,6-quinolinyl, 3,7-quinolinyl, 3,8-quinolinyl, 4,5-quinolinyl, 4,6-quinolinyl, 4,7-quinolinyl, 4,8-quinolinyl, 1,4-isoquinolinyl, 1,5-isoquinolinyl, 1,6-isoquinolinyl, 1,7-  
30 isoquinolinyl, 1,8-isoquinolinyl, 3,4-isoquinolinyl, 3,5-isoquinolinyl, 3,6-isoquinolinyl, 3,7-isoquinolinyl, 3,8-isoquinolinyl, 4,5-isoquinolinyl, 4,6-isoquinolinyl, 4,7-isoquinolinyl, 4,8-isoquinolinyl, 3,4-cinnolinyl, 3,5-

cinnolinyl, 3,6-cinnolinyl, 3,7-cinnolinyl, 3,8-cinnolinyl, 4,5-cinnolinyl, 4,6-cinnolinyl, 4,7-cinnolinyl, and 4,8-cinnolinyl, and each carbon and hydrido containing nitrogen member of the ring of the  $W^5$  other than the points of attachment is optionally substituted with one or more of the group consisting of  $R^9$ ,  $R^{10}$ ,  $R^{11}$ , and  $R^{12}$ , with the proviso that  $Q^b$  is bonded to lowest number substituent position of each  $W^5$  and that  $(CH(R^{38}))_r$  is bonded to  $E^0$ ;

$Y^0$  is optionally  $Q^b-Q^{sssr}$  wherein  $Q^{sssr}$  is  $(CH(R^{38}))_r-W^6$ ,  $r$  is an

integer selected from 1 through 3,  $W^6$  is selected from the group consisting of

1,4-indenyl, 1,5-indenyl, 1,6-indenyl, 1,7-indenyl, 2,7-indenyl, 2,6-indenyl, 2,5-indenyl, 2,4-indenyl, 3,4-indenyl, 3,5-indenyl, 3,6-indenyl, 3,7-indenyl, 2,4-benzofuranyl, 2,5-benzofuranyl, 2,6-benzofuranyl, 2,7-benzofuranyl, 3,4-benzofuranyl, 3,5-benzofuranyl, 3,6-benzofuranyl, 3,7-benzofuranyl, 2,4-benzothiophenyl, 2,5-benzothiophenyl, 2,6-benzothiophenyl, 2,7-benzothiophenyl, 3,4-benzothiophenyl, 3,5-benzothiophenyl, 3,6-benzothiophenyl, 3,7-benzothiophenyl, 2,7-imidazo(1,2-a)pyridinyl, 3,4-imidazo(1,2-a)pyridinyl, 3,5-imidazo(1,2-a)pyridinyl, 3,6-imidazo(1,2-a)pyridinyl, 3,7-imidazo(1,2-a)pyridinyl, 2,4-indolyl, 2,5-indolyl, 2,6-indolyl, 2,7-indolyl, 3,4-indolyl, 3,5-indolyl, 3,6-indolyl, 3,7-indolyl, 1,4-isoindolyl, 1,5-isoindolyl, 1,6-isoindolyl, 2,4-isoindolyl, 2,5-isoindolyl, 2,6-isoindolyl, 2,7-isoindolyl, 1,3-isoindolyl, 3,4-indazolyl, 3,5-indazolyl, 3,6-indazolyl, 3,7-indazolyl, 2,4-benzoxazolyl, 2,5-benzoxazolyl, 2,6-benzoxazolyl, 2,7-benzoxazolyl, 3,4-benzisoxazolyl, 3,5-benzisoxazolyl, 3,6-benzisoxazolyl, 3,7-benzisoxazolyl, 1,4-naphthyl, 1,5-naphthyl, 1,6-naphthyl, 1,7-naphthyl, 1,8-naphthyl, 2,4-naphthyl, 2,5-naphthyl, 2,6-naphthyl, 2,7-naphthyl, 2,8-naphthyl, 2,4-quinolinyl, 2,5-quinolinyl, 2,6-quinolinyl, 2,7-quinolinyl, 2,8-quinolinyl, 3,4-quinolinyl, 3,5-quinolinyl, 3,6-quinolinyl, 3,7-quinolinyl, 3,8-quinolinyl, 4,5-quinolinyl, 4,6-quinolinyl, 4,7-quinolinyl, 4,8-quinolinyl, 1,4-isoquinolinyl, 1,5-isoquinolinyl, 1,6-isoquinolinyl, 1,7-isoquinolinyl, 1,8-isoquinolinyl, 3,4-isoquinolinyl, 3,5-isoquinolinyl, 3,6-isoquinolinyl, 3,7-isoquinolinyl, 3,8-isoquinolinyl, 4,5-isoquinolinyl, 4,6-isoquinolinyl, 4,7-isoquinolinyl, 4,8-isoquinolinyl, 3,4-cinnolinyl, 3,5-cinnolinyl, 3,6-cinnolinyl, 3,7-cinnolinyl, 3,8-cinnolinyl, 4,5-cinnolinyl, 4,6-

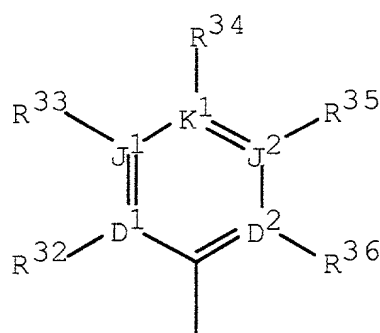
cinnoliny, 4,7-cinnoliny, and 4,8-cinnoliny, and each carbon and hydrido containing nitrogen member of the ring of the  $W^6$  other than the points of attachment is optionally substituted with one or more of the group consisting of  $R^9$ ,  $R^{10}$ ,  $R^{11}$ , and  $R^{12}$ , with the proviso that  $Q^b$  is bonded to highest number

- 5 substituent position of each  $W^6$  and that  $(CH(R^{38}))_r$  is bonded to  $E^0$ .

In another embodiment of compounds of Formula I or a pharmaceutically acceptable salt thereof,

J is selected from the group consisting of O and S;

B is formula (V):



10

(V)

wherein  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond, no more than one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  is O, no more than one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  is S, one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and

15  $K^1$  must be a covalent bond when two of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are O and S, and no more than four of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are N;

$R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ ,  $R^{13}$ ,  $R^{16}$ ,  $R^{17}$ ,  $R^{18}$ ,  $R^{19}$ ,  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,

$R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido,

- 20 acetamido, haloacetamido, amidino, guanidino, dialkylsulfonium, trialkylphosphonium, dialkylsulfoniumalkyl, carboxy, heteroaralkylthio, heteroaralkoxy, cycloalkylamino, acylalkyl, acylalkoxy, aryloylalkoxy, heterocycloxy, aralkylaryl, aralkyl, aralkenyl, aralkynyl, heterocyclyl,

- perhaloaralkyl, aralkylsulfonyl, aralkylsulfonylalkyl, aralkylsulfinyl, aralkylsulfinylalkyl, halocycloalkyl, halocycloalkenyl, cycloalkylsulfinyl, cycloalkylsulfinylalkyl, cycloalkylsulfonyl, cycloalkylsulfonylalkyl, heteroaryl amino, N-heteroaryl amino-N-alkyl amino, heteroaryl aminoalkyl,
- 5 haloalkylthio, alkanoyloxy, alkoxy, alkoxyalkyl, haloalkoxyalkyl, heteroaralkoxy, cycloalkoxy, cycloalkenyloxy, cycloalkoxyalkyl, cycloalkylalkoxy, cycloalkenyloxyalkyl, cycloalkylenedioxy, halocycloalkoxy, halocycloalkoxyalkyl, halocycloalkenyloxy, halocycloalkenyloxyalkyl, hydroxy, amino, alkoxyamino, thio, nitro, lower alkyl amino, alkylthio,
- 10 alkylthioalkyl, aryl amino, aralkyl amino, arylthio, arylthioalkyl, heteroaralkoxyalkyl, alkylsulfinyl, alkylsulfinylalkyl, arylsulfinylalkyl, arylsulfonylalkyl, heteroarylsulfinylalkyl, heteroarylsulfonylalkyl, alkylsulfonyl, alkylsulfonylalkyl, haloalkylsulfinylalkyl, haloalkylsulfonylalkyl, alkylsulfonamido, alkylaminosulfonyl, amidosulfonyl,
- 15 monoalkyl amidosulfonyl, dialkyl amidosulfonyl, monoarylamidosulfonyl, arylsulfonamido, diarylamidosulfonyl, monoalkyl monoaryl amidosulfonyl, arylsulfinyl, arylsulfonyl, heteroarylthio, heteroarylsulfinyl, heteroarylsulfonyl, heterocyclisulfonyl, heterocyclylthio, alkanoyl, alkenoyl, aroyl, heteroaroyl, aralkanoyl, heteroaralkanoyl, haloalkanoyl, alkyl, alkenyl,
- 20 alkynyl, alkenyloxy, alkenyloxyalkyl, alkylenedioxy, haloalkylenedioxy, cycloalkyl, cycloalkylalkanoyl, cycloalkenyl, lower cycloalkylalkyl, lower cycloalkenylalkyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyhaloalkyl, hydroxyaralkyl, hydroxyalkyl, alkylenyl amino, hydroxyheteroaralkyl, haloalkoxyalkyl, aryl, aralkyl, aryloxy, aralkoxy, aryloxyalkyl, saturated
- 25 heterocyclyl, partially saturated heterocyclyl, heteroaryl, heteroaryloxy, heteroaryloxyalkyl, arylalkyl, heteroarylalkyl, arylalkenyl, heteroarylalkenyl, carboxyalkyl, carboalkoxy, alkoxycarboxamido, alkylamidocarbonylamido, arylamidocarbonylamido, carboalkoxyalkyl, carboalkoxyalkenyl, carboxy, carboaralkoxy, carboxamido, carboxamidoalkyl, cyano, carbohaloalkoxy,
- 30 phosphono, phosphonoalkyl, diaralkoxyphosphono, and diaralkoxyphosphonoalkyl;

$R^{16}$ ,  $R^{19}$ ,  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

- 5 B is optionally selected from the group consisting of hydrido, trialkylsilyl, C2-C8 alkyl, C3-C8 alkylenyl, C3-C8 alkenyl, C3-C8 alkynyl, C2-C8 haloalkyl, and C3-C8 haloalkenyl wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;
- 10 B is optionally selected from the group consisting of C3-C12 cycloalkyl, C5-C10 cycloalkenyl, and C4-C9 saturated heterocyclyl, wherein each ring carbon is optionally substituted with  $R^{33}$ , a ring carbon other than the ring carbon at the point of attachment of B to A is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at
- 15 the same time, ring carbons and nitrogen adjacent to the carbon atom at the point of attachment are optionally substituted with  $R^9$  or  $R^{13}$ , a ring carbon or nitrogen adjacent to the  $R^9$  position and two atoms from the point of attachment is optionally substituted with  $R^{10}$ , a ring carbon or nitrogen adjacent to the  $R^{13}$  position and two atoms from the point of attachment is optionally
- 20 substituted with  $R^{12}$ , a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the  $R^{10}$  position is optionally substituted with  $R^{11}$ , a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the  $R^{12}$  position is optionally substituted with  $R^{33}$ , and a ring carbon or nitrogen four atoms from the point of attachment and adjacent to the  $R^{11}$  and
- 25  $R^{33}$  positions is optionally substituted with  $R^{34}$ ;

- A is selected from the group consisting of single covalent bond,  $(W^7)_{rr}-(CH(R^{15}))_{pa}$  and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein  $rr$  is an integer selected from 0 through 1,  $pa$  is an integer selected from 0 through 6, and  $W^7$  is selected from the group consisting of O, S, C(O), C(O)N(R<sup>7</sup>), C(S)N(R<sup>7</sup>), (R<sup>7</sup>)NC(O), (R<sup>7</sup>)NC(S), and N(R<sup>7</sup>) with the proviso that no more than one of the group consisting of  $rr$  and  $pa$  can be 0 at the same time;

$R^7$  and  $R^8$  are independently selected from the group consisting of hydrido, hydroxy, alkyl, and alkoxyalkyl;

- $R^{14}$ ,  $R^{15}$ ,  $R^{37}$ , and  $R^{38}$  are independently selected from the group consisting of hydrido, hydroxy, halo, alkyl, alkoxyalkyl, haloalkyl, haloalkoxy, and haloalkoxyalkyl;

$R^{14}$  and  $R^{38}$  can be independently selected from the group consisting of aroyl and heteroaroyl;

- $\Psi$  is selected from the group consisting of  $NR^5$ , C(O), and S(O)<sub>2</sub>;
- $R^5$  is selected from the group consisting of hydrido, hydroxy, alkyl, and alkoxy;

$R^{39}$  and  $R^{40}$  are independently selected from the group consisting of hydrido, hydroxy, halo, hydroxyalkyl, alkyl, alkoxyalkyl, haloalkyl, haloalkoxy, and haloalkoxyalkyl;

- $R^1$  and  $X^0$  are independently selected from the group consisting of hydrido, alkyl, alkenyl, cyano, halo, haloalkyl, haloalkoxy, haloalkylthio, amino, aminoalkyl, alkylamino, amidino, guanidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, alkylthio, and phosphono;

- $X^0$  and  $R^1$  and  $R^1$  and  $R^2$ , with the proviso that no more than one of the group consisting of spacer pair  $X^0$  and  $R^1$  and spacer pair  $R^1$  and  $R^2$  is be used at the same time, are optionally selected to be  $-W=X-Y=Z-$  wherein -



W=X-Y=Z- forms a ring selected from the group consisting of a heteroaryl ring having from 5 through 6 contiguous members and an aryl;

W, X, Y, and Z are independently selected from the group consisting of  $C(R^9)$ ,  $C(R^{10})$ ,  $C(R^{11})$ ,  $C(R^{12})$ , N,  $N(R^{10})$ , O, S and a covalent bond

- 5 with the provisos that W, X, Y, and Z can be independently selected to be a covalent bond when one of W, X, Y, and Z is selected from the group consisting of N,  $N(R^{10})$ , O, and S, no more than one of W, X, Y, and Z can be selected from the group consisting of O and S, and no more than three of W, X, Y, and Z can be selected from the group consisting of N and  $N(R^{10})$ ;

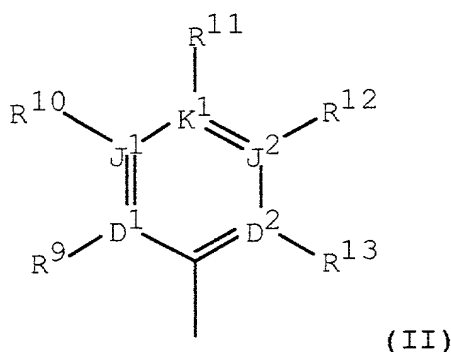
- 10  $X^0$  and  $R^1$  and  $R^1$  and  $R^2$  spacer pairs are independently optionally selected to be taken together to form a spacer pair wherein the spacer pair forms a linear moiety having from 3 through 6 contiguous atoms connecting the points of bonding of said spacer pair members to form a ring selected from the group consisting of a cycloalkenyl ring having from 5 through 8 contiguous
- 15 members and a partially saturated heterocyclyl ring having from 5 through 8 contiguous members, wherein said spacer pair is optionally substituted with one or more of the group consisting of  $R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$  and with the proviso that no more than one of the group consisting of spacer pair  $X^0$  and  $R^1$  and spacer pair  $R^1$  and  $R^2$  is present at the same time;  $R^2$  is  $Z^0$ -Q;

- 20  $Z^0$  is selected from the group consisting of covalent single bond,  $(CR^{41}R^{42})_q$  wherein q is an integer selected from 1 through 3,  $(CH(R^{41}))_g$ - $W^0$ -( $CH(R^{42})$ )<sub>p</sub> wherein g and p are integers independently selected from 0 through 3 and  $W^0$  is selected from the group consisting of O, S, C(O), S(O),  $S(O)_2$ ,  $N(R^{41})$ , and  $ON(R^{41})$ , and  $(CH(R^{41}))_e$ - $W^{22}$ -( $CH(R^{42})$ )<sub>h</sub> wherein e
- 25 and h are integers independently selected from 0 through 2 and  $W^{22}$  is selected from the group consisting of  $CR^{41}=CR^{42}$ , 1,2-cyclopropyl, 1,2-cyclobutyl, 1,2-cyclohexyl, 1,3-cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-

- morpholinyl, 2,4-morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl, 3,5-morpholinyl, 1,2-piperazinyl, 1,3-piperazinyl, 2,3-piperazinyl, 2,6-piperazinyl, 1,2-piperidinyl, 1,3-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,6-piperidinyl, 3,4-piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl, 2,3-pyrrolidinyl, 2,4-pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl, 2,3-tetrahydrofuranyl, 2,4-tetrahydrofuranyl, 2,5-tetrahydrofuranyl, and 3,4-tetrahydrofuranyl, with the proviso that  $Z^0$  is directly bonded to the pyridone ring;

- $R^{41}$  and  $R^{42}$  are independently selected from the group consisting of  
 10 amidino, hydroxyamino, hydrido, hydroxy, amino, and alkyl;

Q is selected from the group consisting of hydrido, with the proviso that  $Z^0$  is other than a covalent single bond, the formula (II):



- wherein  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are independently selected from the group  
 15 consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond, no more than one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  is O, no more than one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  is S, one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  must be a covalent bond when two of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are O and S, and no more than four of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  is N, with the proviso that  
 20  $R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$  are each independently selected to maintain the tetravalent nature of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;

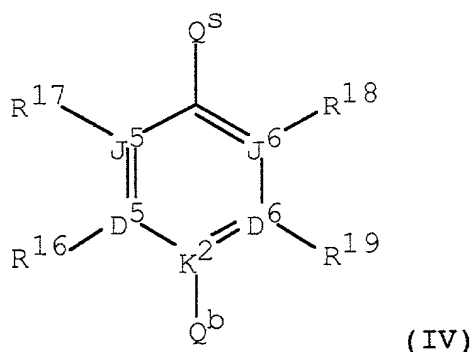
K is  $(CR^{4a}R^{4b})_n$  wherein n is an integer selected from 1 through 2;

$R^{4a}$  and  $R^{4b}$  are independently selected from the group consisting of halo, hydrido, hydroxyalkyl, alkyl, alkoxyalkyl, alkylthioalkyl, and haloalkyl;

$E^0$  is selected from the group consisting of a covalent single bond,

5 C(O), C(S), C(O)N(R<sup>7</sup>), (R<sup>7</sup>)NC(O), S(O)<sub>2</sub>, (R<sup>7</sup>)NS(O)<sub>2</sub>, and S(O)<sub>2</sub>N(R<sup>7</sup>);

$Y^0$  is formula (IV):



wherein  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond,  $K^2$  is C, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is O, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is S, one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  must be a covalent bond when two of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are O and S, and no more than four of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are N when  $K^2$  is carbon with the provisos that  $R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are each independently selected to maintain the tetravalent nature of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,

$^+NR^{20}R^{21}R^{22}$ , aminoalkylenyl, and  $Q^{be}$ , wherein  $Q^{be}$  is hydrido and  $R^{20}$ ,  $R^{21}$ , and  $R^{22}$  are independently selected from the group consisting of hydrido,

20 alkyl, hydroxy, amino, aminoalkylenyl, dialkylamino, alkylamino, and

hydroxyalkyl with the proviso that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy, amino, alkylamino, or dialkylamino at the same time;

$Q^b$  is optionally selected from the group consisting of

- $C(NR^{25})NR^{23}R^{24}$ ,  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ ,  
 5  $C(O)N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ ,  $N(R^{26})N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ ,  
 and  $ON(R^{26})C(NR^{25})N(R^{23})(R^{24})$  with the provisos that no more than one of  $R^{23}$ ,  $R^{24}$ , and  $R^{26}$  is hydroxy, alkylamino, amino, or dialkylamino when two of the group consisting of  $R^{23}$ ,  $R^{24}$ , and  $R^{26}$  are bonded to the same atom;

- 10  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, alkyl, hydroxy, amino, alkylenylamino, dialkylamino, alkylamino, and hydroxyalkyl;

$Q^s$  is selected from the group consisting of a single covalent bond,

- $(CR^{37}R^{38})_b(W^0)_{az}$  wherein  $az$  is an integer selected from 0 through 1,  $b$  is  
 15 an integer selected from 1 through 5, and  $W^0$  is selected from the group consisting of O, C(O), S(O), S(O)<sub>2</sub>, S(O)<sub>2</sub>N(R<sup>14</sup>), N(R<sup>14</sup>)S(O)<sub>2</sub>, and N(R<sup>14</sup>),  $(CH(R^{14}))_c-W^1-(CH(R^{15}))_d$  wherein  $c$  and  $d$  are integers independently selected from 1 through 4 and  $W^1$  is selected from the group consisting of O, S, C(O), C(S), C(O)O, C(S)O, C(O)S, C(S)S, C(O)N(R<sup>14</sup>),  
 20 (R<sup>14</sup>)NC(O), C(S)N(R<sup>14</sup>), (R<sup>14</sup>)NC(S), OC(O)N(R<sup>14</sup>), (R<sup>14</sup>)NC(O)O, SC(S)N(R<sup>14</sup>), (R<sup>14</sup>)NC(S)S, SC(O)N(R<sup>14</sup>), (R<sup>14</sup>)NC(O)S, OC(S)N(R<sup>14</sup>), (R<sup>14</sup>)NC(S)O, N(R<sup>15</sup>)C(O)N(R<sup>14</sup>), (R<sup>14</sup>)NC(O)N(R<sup>15</sup>), N(R<sup>15</sup>)C(S)N(R<sup>14</sup>), (R<sup>14</sup>)NC(S)N(R<sup>15</sup>), S(O), S(O)<sub>2</sub>, S(O)<sub>2</sub>N(R<sup>14</sup>),

$N(R^{14})S(O)_2$ ,  $P(O)(R^8)$ ,  $N(R^7)P(O)(R^8)$ ,  $P(O)(R^8)N(R^7)$ ,  $N(R^{14})$ ,  
 $ON(R^{14})$ , and  $(CH(R^{14}))_e-W^{22}-(CH(R^{15}))_h$  wherein e and h are integers  
independently selected from 0 through 2 and  $W^{22}$  is selected from the group  
consisting of  $CR^{41}=CR^{42}$ ,  $CR^{41}R^{42}=C$ ; vinylidene), ethynylidene ( $C\equiv C$ ;

- 5 1,2-ethynyl), 1,2-cyclopropyl, 1,2-cyclobutyl, 1,2-cyclohexyl, 1,3-  
cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-morpholinyl, 2,4-  
morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl, 3,5-morpholinyl, 1,2-  
piperazinyl, 1,3-piperazinyl, 2,3-piperazinyl, 2,6-piperazinyl, 1,2-piperidinyl,  
1,3-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,6-piperidinyl, 3,4-  
10 piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl, 2,3-pyrrolidinyl, 2,4-  
pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl, 2,3-tetrahydrofuranyl, 2,4-  
tetrahydrofuranyl, 2,5-tetrahydrofuranyl, and 3,4-tetrahydrofuranyl, with the  
provisos that  $R^{14}$  and  $R^{15}$  are selected from other than halo and cyano when  
directly bonded to N and that  $(CR^{37}R^{38})_b$ ,  $(CH(R^{14}))_c$ , and  $(CH(R^{14}))_e$  are  
15 bonded to  $E^0$ ;

$Y^0$  is optionally  $Q^b-Q^{ss}$  wherein  $Q^{ss}$  is selected from the group  
consisting of  $(CR^{37}R^{38})_f$  wherein f is an integer selected from 1 through 4,  
 $(CH(R^{14}))_c-W^1-(CH(R^{15}))_d$  wherein c and d are integers independently  
selected from 1 through 2, and  $W^1$  is selected from the group consisting of  $W^1$   
20 is selected from the group consisting of O, S, C(O), C(O) $N(R^{14})$ ,  
 $(R^{14})NC(O)$ ,  $N(R^{15})C(O)N(R^{14})$ ,  $(R^{14})NC(O)N(R^{15})$ ,  $N(R^{14})$ ,  $ON(R^{14})$ ,  
and  $(CH(R^{14}))_e-W^2-(CH(R^{15}))_h$  wherein e and h are integers independently  
selected from 0 through 2 and  $W^2$  is selected from the group consisting of  
 $CR^{4a}=CR^{4b}$ , ethynylidene ( $C\equiv C$ ; 1,2-ethynyl), and  $C=CR^{4a}R^{4b}$  with the

provisos that  $R^{14}$  and  $R^{15}$  are selected from other than halo when directly bonded to N and that  $(CR^{37}R^{38})_f$ ,  $(CH(R^{14}))_c$ , and  $(CH(R^{14}))_e$  are bonded to  $E^0$ ;

$Y^0$  is optionally  $Q^b-Q^{sss}$  wherein  $Q^{sss}$  is  $(CH(R^{38}))_r-W^3$ ,  $r$  is an

- 5 integer selected from 1 through 2,  $W^3$  is selected from the group consisting of 1,1-cyclopropyl, 1,2-cyclopropyl, 1,1-cyclobutyl, 1,2-cyclobutyl, 1,2-cyclohexyl, 1,3-cyclohexyl, 1,4-cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-morpholinyl, 2,4-morpholinyl, 2,5-morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl, 3,5-morpholinyl, 1,2-piperazinyl, 1,3-piperazinyl, 1,4-piperazinyl, 2,3-piperazinyl, 2,5-piperazinyl, 2,6-piperazinyl, 1,2-piperidinyl, 1,3-piperidinyl, 1,4-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,5-piperidinyl, 2,6-piperidinyl, 3,4-piperidinyl, 3,5-piperidinyl, 3,6-piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl, 2,3-pyrrolidinyl, 2,4-pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl, 2H-2,3-pyranyl, 2H-2,4-pyranyl, 2H-2,5-pyranyl, 4H-2,3-pyranyl, 4H-2,4-pyranyl, 4H-2,5-pyranyl, 2H-pyran-2-one-3,4-yl, 2H-pyran-2-one-4,5-yl, 4H-pyran-4-one-2,3-yl, 2,3-tetrahydrofuranyl, 2,4-tetrahydrofuranyl, 2,5-tetrahydrofuranyl, 3,4-tetrahydrofuranyl, 2,3-tetrahydropyranyl, 2,4-tetrahydropyranyl, 2,5-tetrahydropyranyl, 2,6-tetrahydropyranyl, 3,4-tetrahydropyranyl, and 3,5-tetrahydropyranyl, and each carbon and hyrido containing nitrogen member of the ring of the  $W^3$  other than the points of attachment is optionally substituted with one or more of the group consisting of  $R^9$ ,  $R^{10}$ ,  $R^{11}$ , and  $R^{12}$ , with the proviso that  $(CH(R^{38}))_r$  is bonded to  $E^0$  and  $Q^b$  is bonded to lowest numbered substituent position of each  $W^3$ ;

- 25  $Y^0$  is optionally  $Q^b-Q^{sssr}$  wherein  $Q^{sssr}$  is  $(CH(R^{38}))_r-W^4$ ,  $r$  is an integer selected from 1 through 2,  $W^4$  is selected from the group consisting of 1,2-cyclobutyl, 1,2-cyclohexyl, 1,3-cyclohexyl, 1,4-cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-morpholinyl, 2,4-morpholinyl, 2,5-

morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl, 3,5-morpholinyl, 1,2-piperazinyl, 1,3-piperazinyl, 1,4-piperazinyl, 2,3-piperazinyl, 2,5-piperazinyl, 2,6-piperazinyl, 1,2-piperidinyl, 1,3-piperidinyl, 1,4-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,5-piperidinyl, 2,6-piperidinyl, 3,4-piperidinyl, 3,5-piperidinyl, 3,6-piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl, 2,3-pyrrolidinyl, 2,4-pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl, 2H-2,3-pyranyl, 2H-2,4-pyranyl, 2H-2,5-pyranyl, 4H-2,3-pyranyl, 4H-2,4-pyranyl, 4H-2,5-pyranyl, 2H-pyran-2-one-3,4-yl, 2H-pyran-2-one-4,5-yl, 4H-pyran-4-one-2,3-yl, 2,3-tetrahydrofuranyl, 2,4-tetrahydrofuranyl, 2,5-tetrahydrofuranyl, 3,4-tetrahydrofuranyl, 2,3-tetrahydropyranyl, 2,4-tetrahydropyranyl, 2,5-tetrahydropyranyl, 2,6-tetrahydropyranyl, 3,4-tetrahydropyranyl, and 3,5-tetrahydropyranyl, and each carbon and hyrido containing nitrogen member of the ring of the  $W^4$  other than the points of attachment is optionally substituted with one or more of the group consisting of  $R^9$ ,  $R^{10}$ ,  $R^{11}$ , and  $R^{12}$ , with the provisos that  $(CH(R^{38}))_r$  is bonded to  $E^0$  and  $Q^b$  is bonded to highest number substituent position of each  $W^4$ ;

$Y^0$  is optionally  $Q^b-Q^{ssss}$  wherein  $Q^{ssss}$  is  $(CH(R^{38}))_r-W^5$ ,  $r$  is an integer selected from 1 through 2,  $W^5$  is selected from the group consisting of 1,4-indenyl, 1,5-indenyl, 1,6-indenyl, 1,7-indenyl, 2,7-indenyl, 2,6-indenyl, 2,5-indenyl, 2,4-indenyl, 3,4-indenyl, 3,5-indenyl, 3,6-indenyl, 3,7-indenyl, 2,4-benzofuranyl, 2,5-benzofuranyl, 2,6-benzofuranyl, 2,7-benzofuranyl, 3,4-benzofuranyl, 3,5-benzofuranyl, 3,6-benzofuranyl, 3,7-benzofuranyl, 2,4-benzothiophenyl, 2,5-benzothiophenyl, 2,6-benzothiophenyl, 2,7-benzothiophenyl, 3,4-benzothiophenyl, 3,5-benzothiophenyl, 3,6-benzothiophenyl, 3,7-benzothiophenyl, 2,7-imidazo(1,2-a)pyridinyl, 3,4-imidazo(1,2-a)pyridinyl, 3,5-imidazo(1,2-a)pyridinyl, 3,6-imidazo(1,2-a)pyridinyl, 3,7-imidazo(1,2-a)pyridinyl, 2,4-indolyl, 2,5-indolyl, 2,6-indolyl, 2,7-indolyl, 3,4-indolyl, 3,5-indolyl, 3,6-indolyl, 3,7-indolyl, 1,4-isoindolyl, 1,5-isoindolyl, 1,6-isoindolyl, 2,4-isoindolyl, 2,5-isoindolyl, 2,6-isoindolyl, 2,7-isoindolyl, 1,3-isoindolyl, 3,4-indazolyl, 3,5-indazolyl, 3,6-indazolyl, 3,7-indazolyl, 2,4-benzoxazolyl, 2,5-benzoxazolyl, 2,6-benzoxazolyl, 2,7-benzoxazolyl, 3,4-benzisoxazolyl, 3,5-benzisoxazolyl, 3,6-

- benzisoxazolyl, 3,7-benzisoxazolyl, 1,4-naphthyl, 1,5-naphthyl, 1,6-naphthyl, 1,7-naphthyl, 1,8-naphthyl, 2,4-naphthyl, 2,5-naphthyl, 2,6-naphthyl, 2,7-naphthyl, 2,8-naphthyl, 2,4-quinoliny, 2,5-quinoliny, 2,6-quinoliny, 2,7-quinoliny, 2,8-quinoliny, 3,4-quinoliny, 3,5-quinoliny, 3,6-quinoliny, 3,7-quinoliny, 3,8-quinoliny, 4,5-quinoliny, 4,6-quinoliny, 4,7-quinoliny, 4,8-quinoliny, 1,4-isoquinoliny, 1,5-isoquinoliny, 1,6-isoquinoliny, 1,7-isoquinoliny, 1,8-isoquinoliny, 3,4-isoquinoliny, 3,5-isoquinoliny, 3,6-isoquinoliny, 3,7-isoquinoliny, 3,8-isoquinoliny, 4,5-isoquinoliny, 4,6-isoquinoliny, 4,7-isoquinoliny, 4,8-isoquinoliny, 3,4-cinnoliny, 3,5-cinnoliny, 3,6-cinnoliny, 3,7-cinnoliny, 3,8-cinnoliny, 4,5-cinnoliny, 4,6-cinnoliny, 4,7-cinnoliny, and 4,8-cinnoliny, and each carbon and hyrido containing nitrogen member of the ring of the  $W^5$  other than the points of attachment is optionally substituted with one or more of the group consisting of  $R^9$ ,  $R^{10}$ ,  $R^{11}$ , and  $R^{12}$ , with the proviso that  $Q^b$  is bonded to lowest number substituent position of each  $W^5$  and that  $(CH(R^{38}))_r$  is bonded to  $E^0$ ;
- $Y^0$  is optionally  $Q^b-Q^{sssr}$  wherein  $Q^{sssr}$  is  $(CH(R^{38}))_r-W^6$ ,  $r$  is an integer selected from 1 through 2,  $W^6$  is selected from the group consisting of 1,4-indenyl, 1,5-indenyl, 1,6-indenyl, 1,7-indenyl, 2,7-indenyl, 2,6-indenyl, 2,5-indenyl, 2,4-indenyl, 3,4-indenyl, 3,5-indenyl, 3,6-indenyl, 3,7-indenyl, 2,4-benzofuranyl, 2,5-benzofuranyl, 2,6-benzofuranyl, 2,7-benzofuranyl, 3,4-benzofuranyl, 3,5-benzofuranyl, 3,6-benzofuranyl, 3,7-benzofuranyl, 2,4-benzothiophenyl, 2,5-benzothiophenyl, 2,6-benzothiophenyl, 2,7-benzothiophenyl, 3,4-benzothiophenyl, 3,5-benzothiophenyl, 3,6-benzothiophenyl, 3,7-benzothiophenyl, 2,7-imidazo(1,2-a)pyridinyl, 3,4-imidazo(1,2-a)pyridinyl, 3,5-imidazo(1,2-a)pyridinyl, 3,6-imidazo(1,2-a)pyridinyl, 3,7-imidazo(1,2-a)pyridinyl, 2,4-indolyl, 2,5-indolyl, 2,6-indolyl, 2,7-indolyl, 3,4-indolyl, 3,5-indolyl, 3,6-indolyl, 3,7-indolyl, 1,4-isoindolyl, 1,5-isoindolyl, 1,6-isoindolyl, 2,4-isoindolyl, 2,5-isoindolyl, 2,6-isoindolyl, 2,7-isoindolyl, 1,3-isoindolyl, 3,4-indazolyl, 3,5-indazolyl, 3,6-indazolyl, 3,7-indazolyl, 2,4-benzoxazolyl, 2,5-benzoxazolyl, 2,6-benzoxazolyl, 2,7-benzoxazolyl, 3,4-benzisoxazolyl, 3,5-benzisoxazolyl, 3,6-benzisoxazolyl, 3,7-benzisoxazolyl, 1,4-naphthyl, 1,5-naphthyl, 1,6-naphthyl,

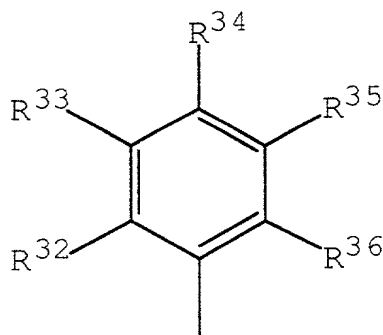


1,7-naphthyl, 1,8-naphthyl, 2,4-naphthyl, 2,5-naphthyl, 2,6-naphthyl, 2,7-naphthyl, 2,8-naphthyl, 2,4-quinoliny, 2,5-quinoliny, 2,6-quinoliny, 2,7-quinoliny, 2,8-quinoliny, 3,4-quinoliny, 3,5-quinoliny, 3,6-quinoliny, 3,7-quinoliny, 3,8-quinoliny, 4,5-quinoliny, 4,6-quinoliny, 4,7-quinoliny, 4,8-quinoliny, 1,4-isoquinoliny, 1,5-isoquinoliny, 1,6-isoquinoliny, 1,7-isoquinoliny, 1,8-isoquinoliny, 3,4-isoquinoliny, 3,5-isoquinoliny, 3,6-isoquinoliny, 3,7-isoquinoliny, 3,8-isoquinoliny, 4,5-isoquinoliny, 4,6-isoquinoliny, 4,7-isoquinoliny, 4,8-isoquinoliny, 3,4-cinnoliny, 3,5-cinnoliny, 3,6-cinnoliny, 3,7-cinnoliny, 3,8-cinnoliny, 4,5-cinnoliny, 4,6-cinnoliny, 4,7-cinnoliny, and 4,8-cinnoliny, and each carbon and hydrido containing nitrogen member of the ring of the  $W^6$  other than the points of attachment is optionally substituted with one or more of the group consisting of  $R^9$ ,  $R^{10}$ ,  $R^{11}$ , and  $R^{12}$ , with the proviso that  $Q^b$  is bonded to highest number substituent position of each  $W^6$  and that  $(CH(R^{38}))_r$  is bonded to  $E^0$ .

In a preferred embodiment of compounds of Formula I or a pharmaceutically acceptable salt thereof,

J is O;

B is the Formula:



$R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ ,  $R^{13}$ ,  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are

independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkylendioxy, haloalkylthio, alkanoyloxy, alkoxy, alkoxyalkyl, haloalkoxylalkyl, hydroxy, amino, alkoxyamino, nitro, lower alkylamino, alkylthio, alkylthioalkyl, alkylsulfinyl, alkylsulfonyl, alkylsulfonylalkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, alkylsulfonamido, alkylaminosulfonyl, amidosulfonyl, monoalkyl

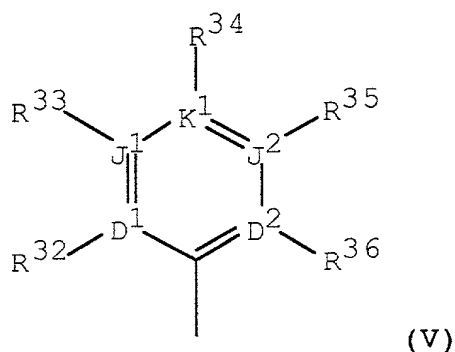
amidosulfonyl, dialkyl amidosulfonyl, alkanoyl, haloalkanoyl, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyhaloalkyl, hydroxyalkyl, aminoalkyl, haloalkoxyalkyl, carboxyalkyl, carboalkoxy, carboxy, carboxamido, carboxamidoalkyl, and cyano;

- 5  $R^9, R^{10}, R^{11}, R^{12}$ , and  $R^{13}$  are optionally selected from the group consisting of heteroaryl and heterocyclyl with the proviso that  $R^9, R^{10}, R^{11}, R^{12}$ , and  $R^{13}$  are substituents for other than B;

$R^{16}, R^{19}, R^{32}, R^{33}, R^{34}, R^{35}$ , and  $R^{36}$  are independently optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same

- 10 time and that  $Q^b$  is  $Q^{be}$ ;

B is optionally, with the proviso that  $R^1$  and  $R^2$  are selected from the group consisting of a spacer pair and  $-W=X-Y=Z-$ , Formula (V):



- wherein  $D^1, D^2, J^1, J^2$  and  $K^1$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond, no more than one of  $D^1, D^2, J^1, J^2$  and  $K^1$  is O, no more than one of  $D^1, D^2, J^1, J^2$  and  $K^1$  is S, one of  $D^1, D^2, J^1, J^2$  and  $K^1$  must be a covalent bond when two of  $D^1, D^2, J^1, J^2$  and  $K^1$  are O and S, and no more than four of  $D^1, D^2, J^1, J^2$  and  $K^1$  are N;
- 15

B is optionally selected from the group consisting of hydrido, trialkylsilyl, C2-C8 alkyl, C3-C8 alkylenyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of

- 5 attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

- B is selected from the group consisting of C3-C12 cycloalkyl and C4 heterocyclyl, wherein each ring carbon is optionally substituted with  $R^{33}$ , a ring carbon other than the ring carbon at the point of attachment of B to A is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbons and a nitrogen adjacent to the carbon at the point of attachment are optionally substituted with  $R^9$  or  $R^{13}$ , a ring carbon or nitrogen adjacent to the  $R^9$  position and two atoms from the point of attachment is optionally substituted with  $R^{10}$ , a ring carbon or nitrogen adjacent to the  $R^{13}$  position and two atoms from the point of attachment is optionally substituted with  $R^{12}$ , a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the  $R^{10}$  position is optionally substituted with  $R^{11}$ , a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the  $R^{12}$  position is optionally substituted with  $R^{33}$ , and a ring carbon or nitrogen four atoms from the point of attachment and adjacent to the  $R^{11}$  and  $R^{33}$  positions is optionally substituted with  $R^{34}$ ;
- 10  
15  
20

- B is optionally, with the proviso that  $R^1$  and  $R^2$  are selected from the group consisting of a spacer pair and  $-W=X-Y=Z-$ , a C5-C9 saturated heterocyclyl, wherein each ring carbon is optionally substituted with  $R^{33}$ , a
- 25

ring carbon other than the ring carbon at the point of attachment of B to A is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbons and nitrogen adjacent to the carbon atom at the point of attachment are optionally substituted with  $R^9$  or

- 5  $R^{13}$ , a ring carbon or nitrogen adjacent to the  $R^9$  position and two atoms from the point of attachment is optionally substituted with  $R^{10}$ , a ring carbon or nitrogen adjacent to the  $R^{13}$  position and two atoms from the point of attachment is optionally substituted with  $R^{12}$ , a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the  $R^{10}$  position is optionally substituted with  $R^{11}$ , a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the  $R^{12}$  position is optionally substituted with  $R^{33}$ , and a ring carbon or nitrogen four atoms from the point of attachment and adjacent to the  $R^{11}$  and  $R^{33}$  positions is optionally substituted with  $R^{34}$ ;

- 15 A is selected from the group consisting of single covalent bond,  $(W^7)_{rr}-(CH(R^{15}))_{pa}$  and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein  $rr$  is an integer selected from 0 through 1,  $pa$  is an integer selected from 0 through 6, and  $W^7$  is selected from the group consisting of O, S, C(O),  $(R^7)NC(O)$ ,  $(R^7)NC(S)$ , and  $N(R^7)$  with the proviso that no more than one of the group consisting of  $rr$  and  $pa$  is 0 at the same time;

$R^7$  is selected from the group consisting of hydrido, hydroxy, and alkyl;

$R^{15}$  is selected from the group consisting of hydrido, hydroxy, halo, alkyl, and haloalkyl;

$\Psi$  is selected from the group consisting of NH and NOH;

$R^1$  and  $X^0$  are independently selected from the group consisting of hydrido, alkyl, alkenyl, cyano, halo, haloalkyl, haloalkoxy, haloalkylthio, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

$X^0$  and  $R^1$  and  $R^1$  and  $R^2$ , with the proviso that no more than one of the group consisting of spacer pair  $X^0$  and  $R^1$  and spacer pair  $R^1$  and  $R^2$  is be used at the same time, are optionally selected to be  $-W=X-Y=Z-$  wherein  $-W=X-Y=Z-$  forms a ring selected from the group consisting of a heteroaryl ring having from 5 through 6 contiguous members and an aryl;

W, X, Y, and Z are independently selected from the group consisting of  $C(R^9)$ ,  $C(R^{10})$ ,  $C(R^{11})$ ,  $C(R^{12})$ , N,  $N(R^{10})$ , O, S and a covalent bond with the provisos that W, X, Y, and Z can be independently selected to be a covalent bond when one of W, X, Y, and Z is selected from the group consisting of N,  $N(R^{10})$ , O, and S, no more than one of W, X, Y, and Z can be selected from the group consisting of O and S, and no more than three of W, X, Y, and Z can be selected from the group consisting of N and  $N(R^{10})$ ;

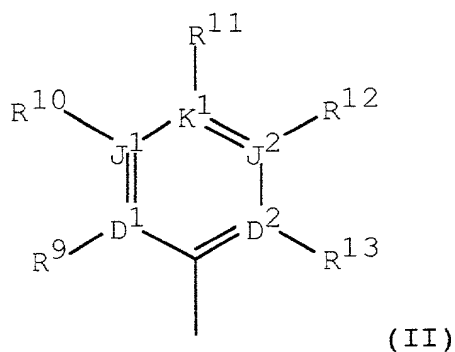
$X^0$  and  $R^1$  and  $R^1$  and  $R^2$  spacer pairs are independently optionally selected to be taken together to form a spacer pair wherein the spacer pair forms a linear moiety having from 3 through 6 contiguous atoms connecting the points of bonding of said spacer pair members to form a ring selected from the group consisting of a cycloalkenyl ring having from 5 through 8 contiguous members and a partially saturated heterocyclyl ring having from 5 through 8 contiguous members, wherein said spacer pair is optionally substituted with one or more of the group consisting of  $R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$  and with the proviso that no more than one of the group consisting of spacer pair  $X^0$  and  $R^1$  and spacer pair  $R^1$  and  $R^2$  is present at the same time;

$R^2$  is  $Z^0-Q$ ;

- $Z^0$  is selected from the group consisting of covalent single bond,  
 $(CR^{41}R^{42})_q$  wherein  $q$  is an integer selected from 1 through 3,  $(CH(R^{41}))_g^-$   
 $W^0-(CH(R^{42}))_p$  wherein  $g$  and  $p$  are integers independently selected from 0  
 through 3 and  $W^0$  is selected from the group consisting of O, S, C(O), S(O),  
 5  $N(R^{41})$ , and  $ON(R^{41})$ , and  $(CH(R^{41}))_e-W^{22}-(CH(R^{42}))_h$  wherein  $e$  and  $h$   
 are integers independently selected from 0 through 1 and  $W^{22}$  is selected from  
 the group consisting of  $CR^{41}=CR^{42}$ , 1,2-cyclopropyl, 1,2-cyclobutyl, 1,2-  
 cyclohexyl, 1,3-cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-  
 morpholiny, 2,4-morpholiny, 2,6-morpholiny, 3,4-morpholiny, 3,5-  
 10 morpholiny, 1,2-piperaziny, 1,3-piperaziny, 2,3-piperaziny, 2,6-  
 piperaziny, 1,2-piperidiny, 1,3-piperidiny, 2,3-piperidiny, 2,4-piperidiny,  
 2,6-piperidiny, 3,4-piperidiny, 1,2-pyrrolidiny, 1,3-pyrrolidiny, 2,3-  
 pyrrolidiny, 2,4-pyrrolidiny, 2,5-pyrrolidiny, 3,4-pyrrolidiny, 2,3-  
 tetrahydrofurany, 2,4-tetrahydrofurany, 2,5-tetrahydrofurany, and 3,4-  
 15 tetrahydrofurany, with the proviso that  $Z^0$  is directly bonded to the pyridone  
 ring;

$R^{41}$  and  $R^{42}$  are independently selected from the group consisting of  
 amidino, hydroxyamino, hydrido, hydroxy, amino, and alkyl;

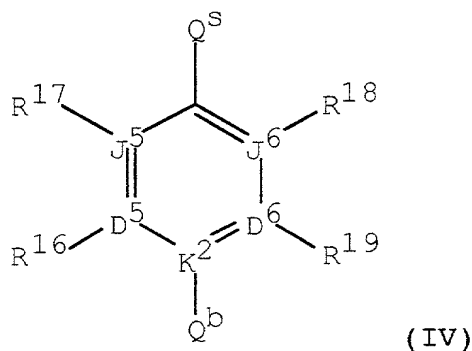
- Q is selected from the group consisting of hydrido, with the proviso  
 20 that  $Z^0$  is other than a covalent single bond, and the formula (II):



wherein  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond, no more than one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  is O, no more than one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  is S, one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  must be a covalent bond when two of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are O and S, and no more than four of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are N, with the proviso that  $R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$  are each independently selected to maintain the tetravalent nature of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;

- 10 K is  $(CR^{4a}R^{4b})_n$  wherein n is an integer selected from 1 through 2;  
 $R^{4a}$  and  $R^{4b}$  are independently selected from the group consisting of halo, hydrido, hydroxyalkyl, alkyl, alkoxyalkyl, alkylthioalkyl, and haloalkyl;  
 $E^0$  is  $E^1$ , when K is  $(CR^{4a}R^{4b})_n$ , wherein  $E^1$  is selected from the group consisting of a covalent single bond, C(O), C(S), C(O)N( $R^7$ ),  
 15 ( $R^7$ )NC(O), S(O)<sub>2</sub>, ( $R^7$ )NS(O)<sub>2</sub>, and S(O)<sub>2</sub>N( $R^7$ );

$Y^0$  is formula (IV):



wherein  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more

than one is a covalent bond,  $K^2$  is C, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is O, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is S, one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  must be a covalent bond when two of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are O and S, and no more than four of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are N with the proviso that  $R^{16}$ ,  $R^{17}$ ,

- 5  $R^{18}$ , and  $R^{19}$  are each independently selected to maintain the tetravalent nature of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;

$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group

- 10 consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, nitro, alkoxyamino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, alkenyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, alkylenylamino, haloalkoxyalkyl, carboalkoxy, and cyano;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ , aminoalkylenyl,

- 15  $Q^{be}$  wherein  $Q^{be}$  is hydrido,  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , and  $C(NR^{25})NR^{23}R^{24}$ , with the provisos that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy, amino, alkylamino, or dialkylamino at the same time and that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy, amino, alkylamino, or dialkylamino at the same time;

- 20  $R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, alkyl, hydroxy, aminoalkylenyl, amino, dialkylamino, alkylamino, and hydroxyalkyl;

$Q^s$  is selected from the group consisting of a single covalent bond,

$(CR^{37}R^{38})_b$  wherein b is an integer selected from 1 through 4, and

- 25  $(CH(R^{14}))_c-W^1-(CH(R^{15}))_d$  wherein c and d are integers independently



selected from 1 through 3 and  $W^1$  is selected from the group consisting of  $C(O)N(R^{14})$ ,  $(R^{14})NC(O)$ ,  $S(O)$ ,  $S(O)_2$ ,  $S(O)_2N(R^{14})$ ,  $N(R^{14})S(O)_2$ , and  $N(R^{14})$ , with the provisos that  $R^{14}$  is selected from other than halo when directly bonded to N and that  $(CR^{37}R^{38})_b$  and  $(CH(R^{14}))_c$  are bonded to  $E^0$ ;

5  $R^{14}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

$R^{37}$  and  $R^{38}$  are independently selected from the group consisting of hydrido, alkyl, and haloalkyl;

$R^{38}$  is optionally selected from the group consisting of aroyl and heteroaroyl;

10  $Y^0$  is optionally  $Q^b-Q^{ss}$  wherein  $Q^{ss}$  is  $(CH(R^{14}))_e-W^2-(CH(R^{15}))_h$ , wherein e and h are integers independently selected from 1 through 2 and  $W^2$  is  $CR^{4a}=CR^{4b}$  with the proviso that  $(CH(R^{14}))_e$  is bonded to  $E^0$ ;

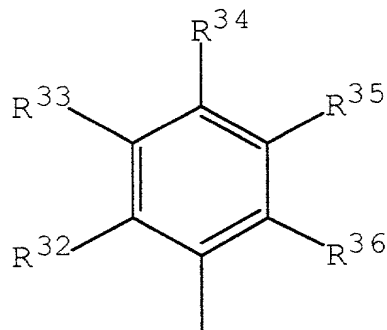
$Y^0$  is optionally selected from the group consisting of  $Q^b-Q^{ssss}$  and  $Q^b-Q^{sssr}$  wherein  $Q^{ssss}$  is  $(CH(R^{38}))_r-W^5$  and  $Q^{sssr}$  is  $(CH(R^{38}))_r-W^6$ , r is an integer selected from 1 through 2, and  $W^5$  and  $W^6$  are independently selected from the group consisting of 1,4-indenyl, 1,5-indenyl, 1,6-indenyl, 1,7-indenyl, 2,7-indenyl, 2,6-indenyl, 2,5-indenyl, 2,4-indenyl, 3,4-indenyl, 3,5-indenyl, 3,6-indenyl, 3,7-indenyl, 2,4-benzofuranyl, 2,5-benzofuranyl, 2,6-benzofuranyl, 2,7-benzofuranyl, 3,4-benzofuranyl, 3,5-benzofuranyl, 3,6-benzofuranyl, 3,7-benzofuranyl, 2,4-benzothiophenyl, 2,5-benzothiophenyl, 2,6-benzothiophenyl, 2,7-benzothiophenyl, 3,4-benzothiophenyl, 3,5-benzothiophenyl, 3,6-benzothiophenyl, 3,7-benzothiophenyl, 2,7-imidazo(1,2-a)pyridinyl, 3,4-imidazo(1,2-a)pyridinyl, 3,5-imidazo(1,2-a)pyridinyl, 3,6-imidazo(1,2-a)pyridinyl, 3,7-imidazo(1,2-a)pyridinyl, 2,4-indolyl, 2,5-indolyl, 2,6-indolyl, 2,7-indolyl, 3,4-indolyl, 3,5-indolyl, 3,6-indolyl, 3,7-indolyl, 1,4-isoindolyl, 1,5-isoindolyl, 1,6-isoindolyl, 2,4-

- isoindolyl, 2,5-isoindolyl, 2,6-isoindolyl, 2,7-isoindolyl, 1,3-isoindolyl, 3,4-  
 indazolyl, 3,5-indazolyl, 3,6-indazolyl, 3,7-indazolyl, 2,4-benzoxazolyl, 2,5-  
 benzoxazolyl, 2,6-benzoxazolyl, 2,7-benzoxazolyl, 3,4-benzisoxazolyl, 3,5-  
 benzisoxazolyl, 3,6-benzisoxazolyl, 3,7-benzisoxazolyl, 1,4-naphthyl, 1,5-  
 5 naphthyl, 1,6-naphthyl, 1,7-naphthyl, 1,8-naphthyl, 2,4-naphthyl, 2,5-  
 naphthyl, 2,6-naphthyl, 2,7-naphthyl, 2,8-naphthyl, 2,4-quinoliny, 2,5-  
 quinoliny, 2,6-quinoliny, 2,7-quinoliny, 2,8-quinoliny, 3,4-quinoliny, 3,5-  
 quinoliny, 3,6-quinoliny, 3,7-quinoliny, 3,8-quinoliny, 4,5-quinoliny, 4,6-  
 quinoliny, 4,7-quinoliny, 4,8-quinoliny, 1,4-isoquinoliny, 1,5-  
 10 isoquinoliny, 1,6-isoquinoliny, 1,7-isoquinoliny, 1,8-isoquinoliny, 3,4-  
 isoquinoliny, 3,5-isoquinoliny, 3,6-isoquinoliny, 3,7-isoquinoliny, 3,8-  
 isoquinoliny, 4,5-isoquinoliny, 4,6-isoquinoliny, 4,7-isoquinoliny, 4,8-  
 isoquinoliny, 3,4-cinnoliny, 3,5-cinnoliny, 3,6-cinnoliny, 3,7-cinnoliny,  
 3,8-cinnoliny, 4,5-cinnoliny, 4,6-cinnoliny, 4,7-cinnoliny, and 4,8-  
 15 cinnoliny, and each carbon and hyrido containing nitrogen member of the ring  
 of the  $W^5$  and of the ring of the  $W^6$ , other than the points of attachment of  $W^5$   
 and  $W^6$ , is optionally substituted with one or more of the group consisting of  
 $R^9$ ,  $R^{10}$ ,  $R^{11}$ , and  $R^{12}$ , with the provisos that  $Q^b$  is bonded to lowest  
 number substituent position of each  $W^5$ ,  $Q^b$  is bonded to highest number  
 20 substituent position of each  $W^6$ , and  $(CH(R^{38}))_r$  is bonded to  $E^0$ .

In a more preferred embodiment of compounds of Formula I or a pharmaceutically acceptable salt thereof,

J is O;

B is the Formula:

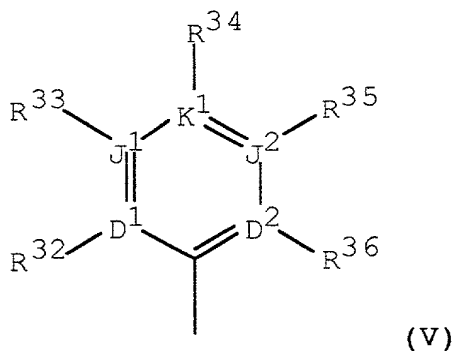


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;

- $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkylendioxy, haloalkylthio, alkanoyloxy, alkoxy, hydroxy, amino, alkoxyamino, alkanoyl, haloalkanoyl, nitro, lower alkylamino, alkylthio, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyalkyl, alkylenylamino, carboalkoxy, carboxy, carboxamido, cyano, and  $Q^b$ ;

- B is optionally, with the proviso that  $R^1$  and  $R^2$  are selected from the group consisting of a spacer pair and  $-W=X-Y=Z-$ , Formula (V):



- wherein  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond, no more than one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  is O, no more than one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  is S, one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  must be a covalent bond when two of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are O and S, and no more than four of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are N;

- B is optionally selected from the group consisting of hydrido, trialkylsilyl, C2-C8 alkyl, C3-C8 alkylenyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of

attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

- B is selected from the group consisting of C3-C12 cycloalkyl and C4 heterocyclyl, wherein each ring carbon is optionally substituted with  $R^{33}$ , a
- 5 ring carbon other than the ring carbon at the point of attachment of B to A is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbons and a nitrogen adjacent to the carbon at the point of attachment are optionally substituted with  $R^9$  or  $R^{13}$ , a
- 10 ring carbon or nitrogen adjacent to the  $R^9$  position and two atoms from the point of attachment is optionally substituted with  $R^{10}$ , a ring carbon or nitrogen adjacent to the  $R^{13}$  position and two atoms from the point of attachment are optionally substituted with  $R^{12}$ , a ring carbon three atoms from the point of attachment and adjacent to the  $R^{10}$  position is optionally substituted with  $R^{11}$ , a ring carbon three atoms from the point of attachment and adjacent to the  $R^{12}$
- 15 position is optionally substituted with  $R^{33}$ , and a ring carbon four atoms from the point of attachment and adjacent to the  $R^{11}$  and  $R^{33}$  positions is optionally substituted with  $R^{34}$ ;

- B is optionally, with the proviso that  $R^1$  and  $R^2$  are selected from the group consisting of a spacer pair and  $-W=X-Y=Z-$ , a C5-C9 saturated
- 20 heterocyclyl, wherein each ring carbon is optionally substituted with  $R^{33}$ , a ring carbon other than the ring carbon at the point of attachment of B to A is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbons and nitrogen adjacent to the carbon atom at the point of attachment are optionally substituted with  $R^9$  or

$R^{13}$ , a ring carbon or nitrogen adjacent to the  $R^9$  position and two atoms from  
 the point of attachment is optionally substituted with  $R^{10}$ , a ring carbon or  
 nitrogen adjacent to the  $R^{13}$  position and two atoms from the point of  
 attachment is optionally substituted with  $R^{12}$ , a ring carbon or nitrogen three  
 5 atoms from the point of attachment and adjacent to the  $R^{10}$  position is  
 optionally substituted with  $R^{11}$ , a ring carbon or nitrogen three atoms from  
 the point of attachment and adjacent to the  $R^{12}$  position is optionally  
 substituted with  $R^{33}$ , and a ring carbon or nitrogen four atoms from the point  
 of attachment and adjacent to the  $R^{11}$  and  $R^{33}$  positions is optionally  
 10 substituted with  $R^{34}$ ;

$R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$  are independently selected from the  
 group consisting of hydrido, acetamido, haloacetamido, alkoxyamino,  
 alkanoyl, haloalkanoyl, amidino, guanidino, alkylenedioxy, haloalkylthio,  
 alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl,  
 15 alkylsulfonyl, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl,  
 dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl,  
 aminoalkyl, carboalkoxy, carboxyalkyl, carboxy, carboxamido, and cyano;  
 $R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$  are optionally selected from the group  
 consisting of heteroaryl and heterocyclyl with the proviso that  $R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  
 20  $R^{12}$ , and  $R^{13}$  are substituents for other than B;

A is selected from the group consisting of single covalent bond and  
 $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein  $rr$  is an integer selected from 0 through 1,  $pa$  is  
 an integer selected from 0 through 3, and  $W^7$  is selected from the group  
 consisting of O, S, C(O),  $(R^7)NC(O)$ ,  $(R^7)NC(S)$ , and  $N(R^7)$ ;

$R^7$  is selected from the group consisting of hydrido, hydroxy and alkyl;

$R^{15}$  is selected from the group consisting of hydrido, hydroxy, halo, alkyl, and haloalkyl;

$\Psi$  is NH;

- 5  $R^1$  and  $X^0$  are independently selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

- $R^1$  and  $R^2$  is optionally selected to be  $-W=X-Y=Z-$  wherein  $-W=X-$   
 10  $Y=Z-$  forms a ring selected from the group consisting of a heteroaryl ring having from 5 through 6 contiguous members and an aryl;  
 $W, X, Y,$  and  $Z$  are independently selected from the group consisting of  $C(R^9)$ ,  $C(R^{10})$ ,  $C(R^{11})$ ,  $C(R^{12})$ ,  $N$ ,  $N(R^{10})$ ,  $O$ ,  $S$  and a covalent bond with the provisos that  $W, X, Y,$  and  $Z$  can be independently selected to be a  
 15 covalent bond when one of  $W, X, Y,$  and  $Z$  is selected from the group consisting of  $N, N(R^{10}), O,$  and  $S$ , no more than one of  $W, X, Y,$  and  $Z$  can be selected from the group consisting of  $O$  and  $S$ , and no more than three of  $W, X, Y,$  and  $Z$  can be selected from the group consisting of  $N$  and  $N(R^{10})$ ;

- $R^1$  and  $R^2$  spacer pairs are independently optionally selected to be  
 20 taken together to form a spacer pair wherein the spacer pair forms a linear moiety having from 3 through 6 contiguous atoms connecting the points of bonding of said spacer pair members to form a ring selected from the group consisting of a cycloalkenyl ring having from 5 through 8 contiguous members and a partially saturated heterocyclyl ring having from 5 through 8 contiguous  
 25 members, wherein said spacer pair is optionally substituted with one or more of the group consisting of  $R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$ ;

$R^2$  is  $Z^0-Q$ ;

$Z^0$  is selected from the group consisting of covalent single bond and  
 $(CR^{41}R^{42})_q$  wherein q is an integer selected from 1 through 2,  $(CH(R^{41}))_g-$   
 $W^0-(CH(R^{42}))_p$  wherein g and p are integers independently selected from 0  
 through 3 and  $W^0$  is selected from the group consisting of O, S, and  $N(R^{41})$ ,  
 5 and  $(CH(R^{41}))_e-W^{22}-(CH(R^{42}))_h$  wherein e and h are integers independently  
 selected from 0 through 1 and  $W^{22}$  is selected from the group consisting of  
 $CR^{41}=CR^{42}$ , 1,2-cyclopropyl, 1,2-cyclobutyl, 1,2-cyclohexyl, 1,3-  
 cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-morpholinyl, 2,4-  
 morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl, 3,5-morpholinyl, 1,2-  
 10 piperazinyl, 1,3-piperazinyl, 2,3-piperazinyl, 2,6-piperazinyl, 1,2-piperidinyl,  
 1,3-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,6-piperidinyl, 3,4-  
 piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl, 2,3-pyrrolidinyl, 2,4-  
 pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl, 2,3-tetrahydrofuranyl, 2,4-  
 tetrahydrofuranyl, 2,5-tetrahydrofuranyl, and 3,4-tetrahydrofuranyl, with the  
 15 proviso that  $Z^0$  is directly bonded to the pyridone ring;

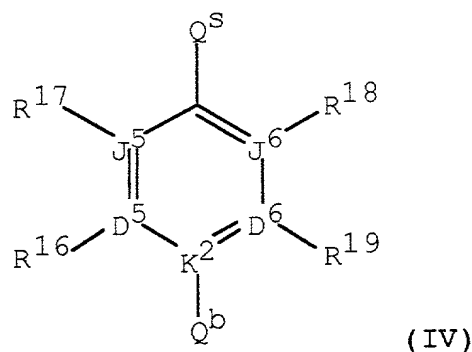
$R^{41}$  and  $R^{42}$  are independently selected from the group consisting of  
 hydrido, hydroxy, and amino;

Q is selected from the group consisting of hydrido, with the proviso  
 that  $Z^0$  is other than a covalent single bond, aryl, and heteroaryl, wherein a  
 20 carbon adjacent to the carbon at the point of attachment is optionally substituted  
 by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is  
 optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the  
 carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon  
 adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is  
 25 optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is  
 optionally substituted by  $R^{11}$ ;

K is  $\text{CHR}^{4a}$  wherein  $\text{R}^{4a}$  is selected from the group consisting of hydrido, hydroxyalkyl, alkyl, alkoxyalkyl, alkylthioalkyl, and haloalkyl;

$\text{E}^0$  is selected from the group consisting of a covalent single bond,  $\text{C}(\text{O})\text{N}(\text{H})$ ,  $(\text{H})\text{NC}(\text{O})$ ,  $(\text{R}^7)\text{NS}(\text{O})_2$ , and  $\text{S}(\text{O})_2\text{N}(\text{R}^7)$ ;

5  $\text{Y}^0$  is formula (IV):



wherein  $\text{D}^5$ ,  $\text{D}^6$ ,  $\text{J}^5$ , and  $\text{J}^6$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond,  $\text{K}^2$  is C, no more than one of  $\text{D}^5$ ,  $\text{D}^6$ ,  $\text{J}^5$ , and  $\text{J}^6$  is O, no more than one of  $\text{D}^5$ ,  $\text{D}^6$ ,  $\text{J}^5$ , and  $\text{J}^6$  is S, one of  $\text{D}^5$ ,  $\text{D}^6$ ,  $\text{J}^5$ , and  $\text{J}^6$  must be a covalent bond when two of  $\text{D}^5$ ,  $\text{D}^6$ ,  $\text{J}^5$ , and  $\text{J}^6$  are O and S, and no more than four of  $\text{D}^5$ ,  $\text{D}^6$ ,  $\text{J}^5$ , and  $\text{J}^6$  are N, with the provisos that  $\text{R}^{16}$ ,  $\text{R}^{17}$ ,  $\text{R}^{18}$ , and  $\text{R}^{19}$  are each independently selected to maintain the tetravalent nature of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;

15  $\text{R}^{16}$ ,  $\text{R}^{17}$ ,  $\text{R}^{18}$ , and  $\text{R}^{19}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;



$R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido,  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , and  $C(NR^{25})NR^{23}R^{24}$ , with the

- 5    provisos that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy, amino, alkylamino, or dialkylamino at the same time and that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy, amino, alkylamino, or dialkylamino at the same time;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, alkyl, hydroxy, amino, alkylamino and dialkylamino;

- 10     $Q^s$  is selected from the group consisting of a single covalent bond,  $(CR^{37}R^{38})_b$  wherein b is an integer selected from 1 through 4, and  $(CH(R^{14}))_c-W^1-(CH(R^{15}))_d$  wherein c and d are integers independently selected from 1 through 3 and  $W^1$  is selected from the group consisting of  $C(O)N(R^{14})$ ,  $(R^{14})NC(O)$ ,  $S(O)$ ,  $S(O)_2$ ,  $S(O)_2N(R^{14})$ ,  $N(R^{14})S(O)_2$ , and
- 15     $N(R^{14})$ , with the provisos that  $R^{14}$  is selected from other than halo when directly bonded to N and that  $(CR^{37}R^{38})_b$ , and  $(CH(R^{14}))_c$  are bonded to  $E^0$ ;

$R^{14}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

- $R^{37}$  and  $R^{38}$  are independently selected from the group consisting of
- 20    hydrido, alkyl, and haloalkyl;

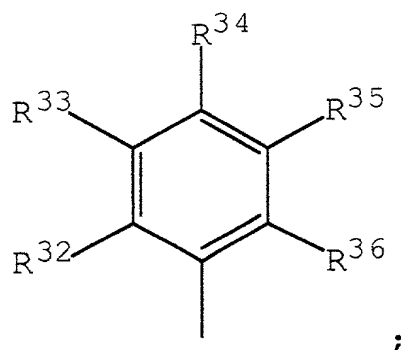
$R^{38}$  is optionally selected from the group consisting of aroyl and heteroaroyl;

$Y^0$  is optionally  $Q^b-Q^{ss}$  wherein  $Q^{ss}$  is  $(CH(R^{14}))_e-W^2-(CH(R^{15}))_h$ ,  
 wherein  $e$  and  $h$  are integers independently selected from 1 through 2 and  $W^2$   
 is  $CR^{4a}=CH$  with the proviso that  $(CH(R^{14}))_e$  is bonded to  $E^0$ .

In an even more preferred embodiment of compounds of Formula I or a  
 5 pharmaceutically acceptable salt thereof,

J is O;

B is the Formula:



$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the

10 group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and  $Q^b$ ;

15 A is selected from the group consisting of single covalent bond and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein  $rr$  is an integer selected from 0 through 1,  $pa$  is an integer selected from 0 through 3, and  $W^7$  is selected from the group consisting of  $(R^7)NC(O)$  and  $N(R^7)$ ;

$R^7$  is selected from the group consisting of hydrido, hydroxy and alkyl;

20  $R^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

$\Psi$  is NH;

$R^1$  and  $X^0$  are independently selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

$R^2$  is  $Z^0$ -Q;

$Z^0$  is selected from the group consisting of a covalent single bond, O, S, NH, and  $CH_2$ ;

Q is selected from the group consisting of aryl and heteroaryl wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

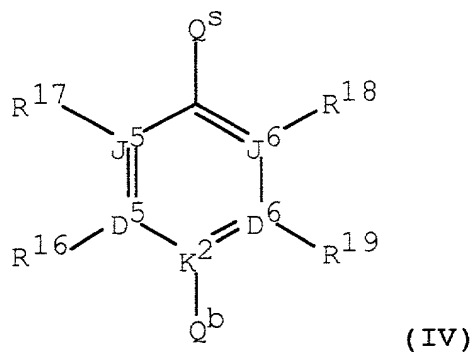
$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, lower alkylamino, alkylthio, alkylsulfonamido, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, amidocarbonyl, halo, haloalkyl, and cyano;

K is CH<sub>2</sub>;

E<sup>0</sup> is C(O)N(H);

Y<sup>0</sup> is formula (IV):



- 5 wherein D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond, K<sup>2</sup> is C, no more than one of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> is optionally O, no more than one of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> is optionally S, one of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> must be a covalent bond when two of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> are O and S, and no more than four of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> are N;
- 10

- R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup>, and R<sup>19</sup> are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;
- 15

R<sup>16</sup> and R<sup>19</sup> are optionally Q<sup>b</sup> with the proviso that no more than one of R<sup>16</sup> and R<sup>19</sup> is Q<sup>b</sup> at the same time and that Q<sup>b</sup> is Q<sup>be</sup>;

Q<sup>b</sup> is selected from the group consisting of NR<sup>20</sup>R<sup>21</sup>, Q<sup>be</sup> wherein Q<sup>be</sup> is hydrido, and C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup>, with the provisos that no more than one of R<sup>20</sup>

and  $R^{21}$  is hydroxy at the same time and that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy at the same time;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido, alkyl, and hydroxy;

- 5  $Q^s$  is selected from the group consisting of a single covalent bond,  $CH_2$ , and  $CH_2CH_2$ .

In another even more preferred embodiment of compounds of Formula I or a pharmaceutically acceptable salt thereof,

J is O;

- 10 B is optionally selected from the group consisting of hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

- 15  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and  $Q^b$ ;

A is selected from the group consisting of single covalent bond and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein rr is an integer selected from 0 through 1, pa is an integer selected from 0 through 3, and  $W^7$  is selected from the group consisting of  $(R^7)NC(O)$  and  $N(R^7)$ ;

- 25  $R^7$  is selected from the group consisting of hydrido, hydroxy and alkyl;  
 $R^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

$\Psi$  is NH;

$R^1$  and  $X^0$  are independently selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

$R^2$  is  $Z^0-Q$ ;

$Z^0$  is selected from the group consisting of covalent single bond, O, S, NH, and  $CH_2$ ;

Q is selected from the group consisting of aryl and heteroaryl wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

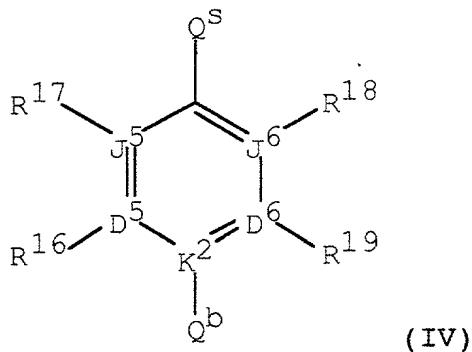
$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, lower alkylamino, alkylthio, alkylsulfonamido, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, alkylenylamino, carboalkoxy, carboxy, carboxyalkyl, amidocarbonyl, halo, haloalkyl, and cyano;

K is CH<sub>2</sub>;

E<sup>0</sup> is C(O)N(H);

Y<sup>0</sup> is formula (IV):



- 5 wherein D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond, K<sup>2</sup> is C, no more than one of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> is O, no more than one of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> is S, one of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> must be a covalent bond when two of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> are O and S, and no
- 10 more than four of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> are N, with the provisos that R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup>, and R<sup>19</sup> are each independently selected to maintain the tetravalent nature of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;

R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup>, and R<sup>19</sup> are independently selected from the group

- 15 consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, alkylenylamino, and cyano;

R<sup>16</sup> and R<sup>19</sup> are optionally Q<sup>b</sup> with the proviso that no more than one

- 20 of R<sup>16</sup> and R<sup>19</sup> is Q<sup>b</sup> at the same time and that Q<sup>b</sup> is Q<sup>be</sup>;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido,  $C(NR^{25})NR^{23}R^{24}$ , and  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , with the provisos that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy at the same time and that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy at the same time;

5  $R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, alkyl, and hydroxy;

$Q^s$  is selected from the group consisting of a single covalent bond,  $CH_2$ , and  $CH_2CH_2$ .

In still another even more preferred embodiment of compounds of  
10 Formula I or a pharmaceutically acceptable salt thereof,

J is O;

B is selected from the group consisting of C3-C7 cycloalkyl and C4 heterocyclyl, wherein each ring carbon is optionally substituted with  $R^{33}$ , a  
15 ring carbon other than the ring carbon at the point of attachment of B to A is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbons and a nitrogen adjacent to the carbon at the point of attachment are optionally substituted with  $R^9$  or  $R^{13}$ , a  
ring carbon or nitrogen adjacent to the  $R^9$  position and two atoms from the point of attachment is optionally substituted with  $R^{10}$ , a ring carbon or  
20 nitrogen adjacent to the  $R^{13}$  position and two atoms from the point of attachment is optionally substituted with  $R^{12}$ , a ring carbon three atoms from the point of attachment and adjacent to the  $R^{10}$  position is optionally substituted with  $R^{11}$ , a ring carbon three atoms from the point of attachment and adjacent to the  $R^{12}$  position is optionally substituted with  $R^{33}$ , and a ring



carbon four atoms from the point of attachment and adjacent to the  $R^{11}$  and  $R^{33}$  positions is optionally substituted with  $R^{34}$ ;

$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group

- 5 consisting of hydrido, hydroxy, amino, amidino, guanidino, lower alkylamino, alkylthio, alkylsulfonamido, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of

- 10 hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, alkylenylamino, carboalkoxy, carboxy, carboxyalkyl, amidocarbonyl, halo, haloalkyl, and cyano;

$R^{33}$  and  $R^{34}$  are independently selected from the group consisting of

- 15 hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and  $Q^b$ ;

A is selected from the group consisting of single covalent bond and

- 20  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein  $rr$  is an integer selected from 0 through 1,  $pa$  is an integer selected from 0 through 3, and  $W^7$  is selected from the group consisting of  $(R^7)NC(O)$  and  $N(R^7)$ ;

$R^7$  is selected from the group consisting of hydrido, hydroxy and alkyl;

- $R^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and  
25 haloalkyl;

$\Psi$  is NH;

$R^1$  and  $X^0$  are independently selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

5  $R^2$  is  $Z^0-Q$ ;

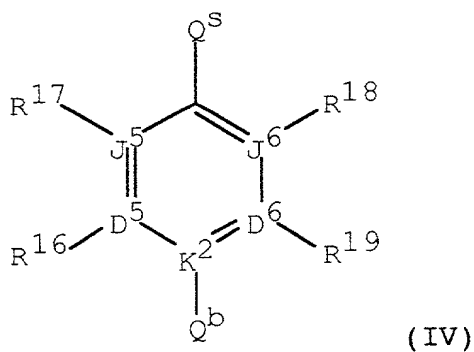
$Z^0$  is selected from the group consisting of covalent single bond, O, S, NH, and  $CH_2$ ;

Q is selected from the group consisting of aryl and heteroaryl wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted  
 10 by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is  
 15 optionally substituted by  $R^{11}$ ;

K is  $CH_2$ ;

$E^0$  is  $C(O)N(H)$ ;

$Y^0$  is formula (IV):



wherein  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond,  $K^2$  is C, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is O, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is S, one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  must be a covalent bond when two of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are O and S, and no more than four of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are N, with the provisos that  $R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are each independently selected to maintain the tetravalent nature of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;

$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, alkylenylamino, and cyano;

$R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido, and  $C(NR^{25})NR^{23}R^{24}$ , with the provisos that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy at the same time and that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy at the same time;

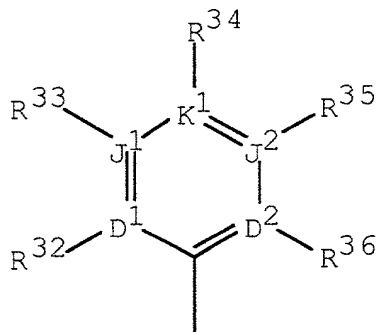
$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido, alkyl, and hydroxy;

$Q^s$  is selected from the group consisting of a single covalent bond,  $CH_2$ , and  $CH_2CH_2$ .

In a further even more preferred embodiment of compounds of Formula I or a pharmaceutically acceptable salt thereof,

J is O;

B is the Formula (V):



(V)

5 wherein D<sup>1</sup>, D<sup>2</sup>, J<sup>1</sup>, J<sup>2</sup> and K<sup>1</sup> are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond, no more than one of D<sup>1</sup>, D<sup>2</sup>, J<sup>1</sup>, J<sup>2</sup> and K<sup>1</sup> is O, no more than one of D<sup>1</sup>, D<sup>2</sup>, J<sup>1</sup>, J<sup>2</sup> and K<sup>1</sup> is S, one of D<sup>1</sup>, D<sup>2</sup>, J<sup>1</sup>, J<sup>2</sup> and K<sup>1</sup> must be a covalent bond when two of D<sup>1</sup>, D<sup>2</sup>, J<sup>1</sup>, J<sup>2</sup> and K<sup>1</sup> are O and S, and no more than four of D<sup>1</sup>, D<sup>2</sup>, J<sup>1</sup>, J<sup>2</sup> and K<sup>1</sup> are N;

10 R<sup>32</sup>, R<sup>33</sup>, R<sup>34</sup>, R<sup>35</sup>, and R<sup>36</sup> are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q<sup>b</sup>;

15 B is optionally selected from the group consisting of hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of R<sup>32</sup>, R<sup>33</sup>, R<sup>34</sup>, R<sup>35</sup>, and R<sup>36</sup>;

- B is selected from the group consisting of C3-C7 cycloalkyl and C4-C6 saturated heterocyclyl, wherein each ring carbon is optionally substituted with  $R^{33}$ , a ring carbon other than the ring carbon at the point of attachment of B to A is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbons and nitrogen adjacent to the carbon atom at the point of attachment are optionally substituted with  $R^9$  or  $R^{13}$ , a ring carbon or nitrogen adjacent to the  $R^9$  position and two atoms from the point of attachment is optionally substituted with  $R^{10}$ , a ring carbon or nitrogen adjacent to the  $R^{13}$  position and two atoms from the point of attachment is optionally substituted with  $R^{12}$ , a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the  $R^{10}$  position is optionally substituted with  $R^{11}$ , a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the  $R^{12}$  position is optionally substituted with  $R^{33}$ , and a ring carbon or nitrogen four atoms from the point of attachment and adjacent to the  $R^{11}$  and  $R^{33}$  positions is optionally substituted with  $R^{34}$ ;

- $R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, alkoxyamino, alkanoyl, haloalkanoyl, amidino, guanidino, alkylenedioxy, haloalkylthio, heteroaryl, heterocyclyl, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, carboalkoxy, carboxyalkyl, carboxy, carboxamido, and cyano;

- A is selected from the group consisting of single covalent bond and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein rr is an integer selected from 0 through 1, pa is

an integer selected from 0 through 3, and  $W^7$  is selected from the group consisting of  $(R^7)NC(O)$  and  $N(R^7)$ ;

$R^7$  is selected from the group consisting of hydrido, hydroxy and alkyl;

$R^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and

5 haloalkyl;

$\Psi$  is NH;

$X^0$  is selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

10  $R^1$  and  $R^2$  are taken together to be  $-W=X-Y=Z-$  wherein  $-W=X-Y=Z-$  forms a ring selected from the group consisting of a heteroaryl ring having from 5 through 6 contiguous members and an aryl;

W, X, Y, and Z are independently selected from the group consisting of  $C(R^9)$ ,  $C(R^{10})$ ,  $C(R^{11})$ ,  $C(R^{12})$ , N,  $N(R^{10})$ , O, S and a covalent bond

15 with the provisos that W, X, Y, and Z can be independently selected to be a covalent bond when one of W, X, Y, and Z is selected from the group consisting of N,  $N(R^{10})$ , O, and S, no more than one of W, X, Y, and Z is

optionally selected from the group consisting of O and S, and no more than three of W, X, Y, and Z can be selected from the group consisting of N and

20  $N(R^{10})$ ;

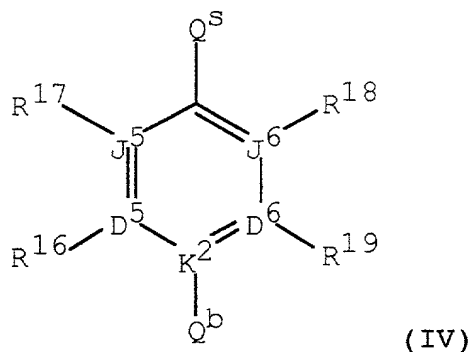
$R^1$  and  $R^2$  spacer pair is optionally selected to be taken together to form a spacer pair wherein the spacer pair forms a linear moiety having from 3 through 6 contiguous atoms connecting the points of bonding of said spacer pair members to form a ring selected from the group consisting of a

25 cycloalkenyl ring having from 5 through 8 contiguous members and a partially saturated heterocyclcyl ring having from 5 through 8 contiguous members, wherein said spacer pair is optionally substituted with one or more of the group consisting of  $R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$ ;

K is CH<sub>2</sub>;

E<sup>0</sup> is C(O)N(H);

Y<sup>0</sup> is formula (IV):



- 5 wherein D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond, K<sup>2</sup> is C, no more than one of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> is O, no more than one of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> is S, one of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> must be a covalent bond when two of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> are O and S, and no
- 10 more than four of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> are N, with the provisos that R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup>, and R<sup>19</sup> are each independently selected to maintain the tetravalent nature of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;
- R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup>, and R<sup>19</sup> are independently selected from the group
- 15 consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;
- R<sup>16</sup> and R<sup>19</sup> are optionally Q<sup>b</sup> with the proviso that no more than one
- 20 of R<sup>16</sup> and R<sup>19</sup> is Q<sup>b</sup> at the same time and that Q<sup>b</sup> is Q<sup>be</sup>;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido,  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , and  $C(NR^{25})NR^{23}R^{24}$ , with the provisos that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy, amino, alkylamino, or dialkylamino at the same time and that no more than one of  $R^{23}$  and  $R^{24}$  is

5 hydroxy, amino, alkylamino, or dialkylamino at the same time;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, alkyl, hydroxy, amino, alkylamino and dialkylamino;

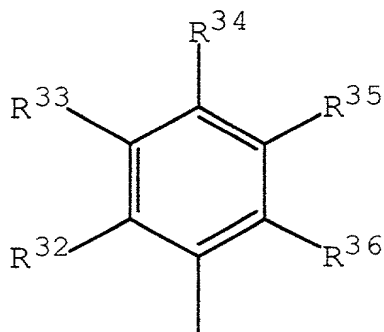
$Q^s$  is selected from the group consisting of a single covalent bond,

$CH_2$ , and  $CH_2CH_2$ .

10 In a most preferred embodiment of compounds of Formula I or a pharmaceutically acceptable salt thereof,

J is O;

B is the Formula:



15  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido,

20 cyano, and  $Q^b$ ;



A is selected from the group consisting of single covalent bond and  $(\text{CH}(\text{R}^{15}))_{\text{pa}}-(\text{W}^7)_{\text{rr}}$  wherein rr is an integer selected from 0 through 1, pa is an integer selected from 0 through 3, and  $\text{W}^7$  is  $\text{N}(\text{R}^7)$ ;

$\text{R}^7$  is selected from the group consisting of hydrido and alkyl;

5  $\text{R}^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

$\Psi$  is NH;

$\text{R}^1$  and  $\text{X}^0$  are independently selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

$\text{R}^2$  is  $\text{Z}^0\text{-Q}$ ;

$\text{Z}^0$  is a covalent single bond;

15 Q is selected from the group consisting of aryl and heteroaryl wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $\text{R}^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $\text{R}^{13}$ , a carbon adjacent to  $\text{R}^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $\text{R}^{10}$ , a carbon adjacent to  $\text{R}^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $\text{R}^{12}$ , and any carbon adjacent to both  $\text{R}^{10}$  and  $\text{R}^{12}$  is optionally substituted by  $\text{R}^{11}$ ;

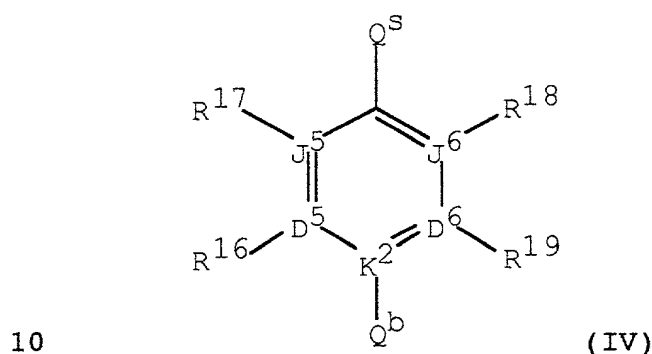
20  $\text{R}^9$ ,  $\text{R}^{11}$ , and  $\text{R}^{13}$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, lower alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

- $R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, aminoalkyl, hydroxy, amino, lower alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxyamido, and cyano;

K is  $CH_2$ ;

$E^0$  is  $C(O)N(H)$ ;

$Y^0$  is formula (IV):



- wherein  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond,  $K^2$  is C, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is O, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is S, one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  must be a covalent bond when two of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are O and S, and no more than four of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are N;

- $R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

$R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido, and  $C(NR^{25})NR^{23}R^{24}$ ;

5  $R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido and alkyl;

$Q^s$  is  $CH_2$ .

In another most preferred embodiment of compounds of Formula I or a pharmaceutically acceptable salt thereof,

10 J is O;

B is optionally selected from the group consisting of hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group

15 consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, 20 haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and  $Q^b$ ;

A is selected from the group consisting of single covalent bond and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein  $rr$  is an integer selected from 0 through 1,  $pa$  is an integer selected from 0 through 3, and  $W^7$  is  $N(R^7)$ ;

25  $R^7$  is selected from the group consisting of hydrido and alkyl;

$R^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

$\Psi$  is NH;

$R^1$  and  $X^0$  are independently selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

$R^2$  is  $Z^0-Q$ ;

$Z^0$  is a covalent single bond;

Q is selected from the group consisting of aryl and heteroaryl wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

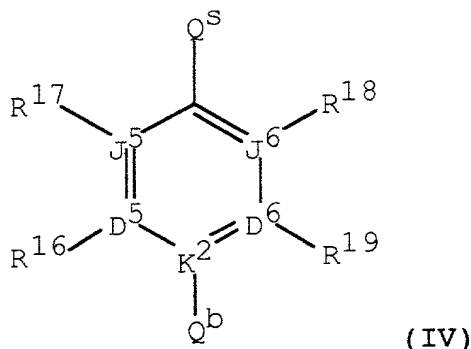
$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, lower alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, aminoalkyl, hydroxy, amino, lower alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxyamido, and cyano;

K is  $CH_2$ ;

$E^0$  is  $C(O)N(H)$ ;

$Y^0$  is formula (IV):



wherein  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are independently selected from the group

- 5 consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond,  $K^2$  is C, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is O, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is S, one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  must be a covalent bond when two of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are O and S, and no more than four of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are N, with the provisos that  $R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are each independently selected to maintain the tetravalent nature of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;

$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group

- 15 consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

$R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of

$R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido,  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , and  $C(NR^{25})NR^{23}R^{24}$ ;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido and alkyl;

5  $Q^s$  is  $CH_2$ .

In still another most preferred embodiment of compounds of Formula I or a pharmaceutically acceptable salt thereof,

J is O;

B is selected from the group consisting of C3-C7 cycloalkyl and C4  
 10 heterocyclyl, wherein each ring carbon is optionally substituted with  $R^{33}$ , a ring carbon other than the ring carbon at the point of attachment of B to A is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbons and nitrogens adjacent to the carbon at the point of attachment are optionally substituted with  $R^9$  or  $R^{13}$ , a  
 15 ring carbon or nitrogen adjacent to the  $R^9$  position and two atoms from the point of attachment is optionally substituted with  $R^{10}$ , a ring carbon or nitrogen adjacent to the  $R^{13}$  position and two atoms from the point of attachment is optionally substituted with  $R^{12}$ , a ring carbon three atoms from the point of attachment and adjacent to the  $R^{10}$  position is optionally  
 20 substituted with  $R^{11}$ , a ring carbon three atoms from the point of attachment and adjacent to the  $R^{12}$  position is optionally substituted with  $R^{33}$ , and a ring carbon four atoms from the point of attachment and adjacent to the  $R^{11}$  and  $R^{33}$  positions is optionally substituted with  $R^{34}$ ;

$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group  
 25 consisting of hydrido, hydroxy, amino, amidino, guanidino, lower

alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of

- 5 hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, aminoalkyl, hydroxy, amino, lower alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxyamido, and cyano;
- 10  $R^{33}$  and  $R^{34}$  are independently selected from the group consisting of hydrido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, and cyano;

- 15  $R^{33}$  is optionally  $Q^b$ ;

A is selected from the group consisting of single covalent bond and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein  $rr$  is an integer selected from 0 through 1,  $pa$  is an integer selected from 0 through 3, and  $W^7$  is  $N(R^7)$ ;

$R^7$  is selected from the group consisting of hydrido, hydroxy and alkyl;

- 20  $R^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

$\Psi$  is NH;

- $R^1$  and  $X^0$  are independently selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;
- 25

$R^2$  is  $Z^0-Q$ ;

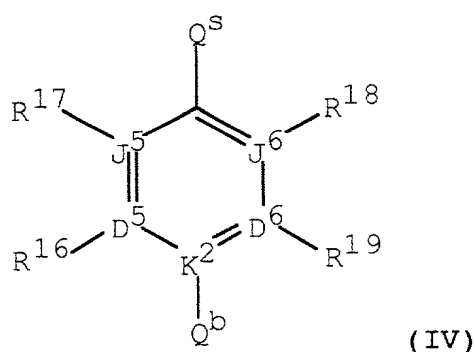
$Z^0$  is a covalent single bond;

- Q is selected from the group consisting of aryl and heteroaryl wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by R<sup>9</sup>, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R<sup>13</sup>, a carbon adjacent to R<sup>9</sup> and two atoms from the
- 5 carbon at the point of attachment is optionally substituted by R<sup>10</sup>, a carbon adjacent to R<sup>13</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>12</sup>, and any carbon adjacent to both R<sup>10</sup> and R<sup>12</sup> is optionally substituted by R<sup>11</sup>;

K is CH<sub>2</sub>;

- 10 E<sup>0</sup> is C(O)N(H);

Y<sup>0</sup> is formula (IV):



- wherein D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more
- 15 than one is a covalent bond, K<sup>2</sup> is C, no more than one of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> is O, no more than one of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> is S, one of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> must be a covalent bond when two of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> are O and S, and no more than four of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> are N, with the provisos that R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup>, and R<sup>19</sup> are each independently selected to maintain the tetravalent nature



of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;

$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group

- 5 consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, alkylenylamino, and cyano;

$R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of

$R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

- 10  $Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido, and  $C(NR^{25})NR^{23}R^{24}$ ;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group

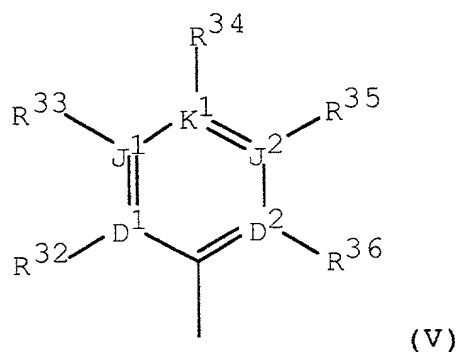
consisting of hydrido and alkyl;

$Q^s$  is  $CH_2$ .

- 15 In a further most preferred embodiment of compounds of Formula I or a pharmaceutically acceptable salt thereof,

J is O;

B is the Formula (V):



- 20 wherein  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond, no more than one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  is O,

no more than one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  is S, one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  must be a covalent bond when two of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are O and S, and no more than four of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are N;

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the

- 5 group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and  $Q^b$ ;
- 10 B is optionally selected from the group consisting of hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;
- 15 B is selected from the group consisting of C3-C7 cycloalkyl and C4-C6 saturated heterocyclyl, wherein each ring carbon is optionally substituted with  $R^{33}$ , a ring carbon other than the ring carbon at the point of attachment of B to A is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbons and nitrogen adjacent to the
- 20 carbon atom at the point of attachment are optionally substituted with  $R^9$  or  $R^{13}$ , a ring carbon or nitrogen adjacent to the  $R^9$  position and two atoms from the point of attachment is optionally substituted with  $R^{10}$ , a ring carbon or nitrogen adjacent to the  $R^{13}$  position and two atoms from the point of
- 25 atoms from the point of attachment and adjacent to the  $R^{10}$  position is optionally substituted with  $R^{11}$ , a ring carbon or nitrogen three atoms from

the point of attachment and adjacent to the  $R^{12}$  position is optionally substituted with  $R^{33}$ , and a ring carbon or nitrogen four atoms from the point of attachment and adjacent to the  $R^{11}$  and  $R^{33}$  positions is optionally substituted with  $R^{34}$ ;

5  $R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group

consisting of hydrido, hydroxy, amino, amidino, guanidino, lower alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

10  $R^{10}$  and  $R^{12}$  are independently selected from the group consisting of

hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, aminoalkyl, hydroxy, amino, lower alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxyamido, and cyano;

15 A is selected from the group consisting of single covalent bond and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein  $rr$  is an integer selected from 0 through 1,  $pa$  is an integer selected from 0 through 3, and  $W^7$  is  $N(R^7)$ ;

$R^7$  is selected from the group consisting of hydrido, hydroxy and alkyl;

20  $R^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

$\Psi$  is NH;

25  $X^0$  is selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

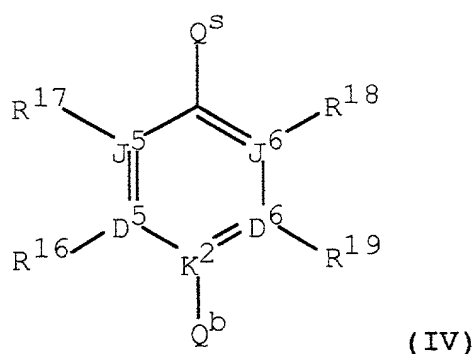
$R^1$  and  $R^2$  are taken together to be  $-W=X-Y=Z-$  wherein  $-W=X-Y=Z-$  forms a ring selected from the group consisting of a heteroaryl ring having 6 contiguous members and an aryl;

W, X, Y, and Z are independently selected from the group consisting of  $C(R^9)$ ,  $C(R^{10})$ ,  $C(R^{11})$ ,  $C(R^{12})$ , and N;

K is  $CH_2$ ;

$E^0$  is  $C(O)N(H)$ ;

$Y^0$  is formula (IV):



wherein  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond,  $K^2$  is C, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is O, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is S, one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  must be a covalent bond when two of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are O and S, and no more than four of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are N, with the provisos that  $R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are each independently selected to maintain the tetravalent nature of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;

$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl,

alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

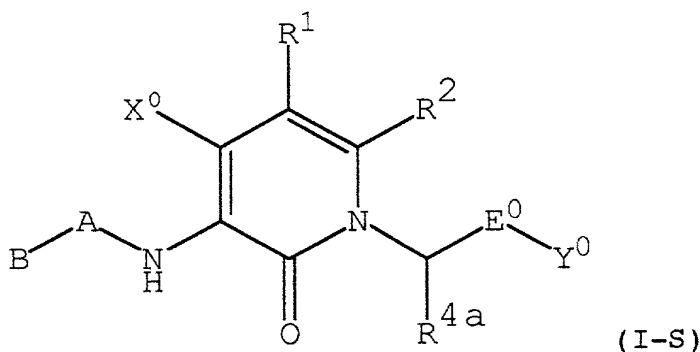
$R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

- 5  $Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido,  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , and  $C(NR^{25})NR^{23}R^{24}$ ;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido and alkyl;

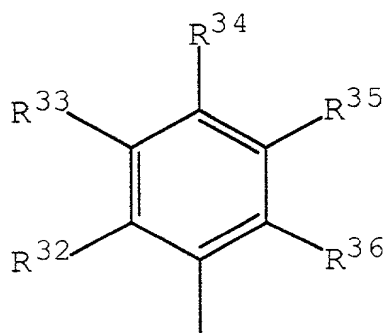
$Q^s$  is  $CH_2$ .

- 10 In a preferred specific embodiment of Formula I, compounds have the Formula I-S:



or a pharmaceutically acceptable salt thereof, wherein;

B is the Formula:



15

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl,

isopropyl, propyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, nitro, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, 5 trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidodisulfonyl, N,N-dimethylamidodisulfonyl, acetyl, propanoyl, trifluoroacetyl, pentafluoropropanoyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 10 2,2,2-trifluoro-1-hydroxyethyl, 2,2,2-trifluoro-1-trifluoromethyl-1-hydroxyethyl, carboxymethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and Q<sup>b</sup>;

B is selected from the group consisting of hydrido, trimethylsilyl, 15 ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butenyl, 3-butenyl, 2-butyne, sec-butyl, *tert*-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 4-pentenyl, 2-pentyne, 3-pentyne, 2-pentyl, 1-methyl-2-butenyl, 1-methyl-3-butenyl, 1-methyl-2-butyne, 3-pentyl, 1-ethyl-2-propenyl, 2-methylbutyl, 2-methyl-2-butenyl, 2-methyl-3-butenyl, 2-methyl-3-butyne, 3-methylbutyl, 3-methyl-2-butenyl, 3-methyl-3-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 5-hexenyl, 2-hexyne, 3-hexyne, 4-hexyne, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-4-pentenyl, 1-methyl-2-pentyne, 1-methyl-3-pentyne, 3-hexyl, 1-ethyl-2-butenyl, 1-ethyl-3-butenyl, 1-propyl-2-propenyl, 1-ethyl-2-butyne, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 6-heptenyl, 2-heptyne, 3-heptyne, 4-heptyne, 5-heptyne, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-5-hexenyl, 1-methyl-2-hexyne, 1-methyl-3-hexyne, 1-methyl-4-hexyne, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-4-pentenyl, 1-butyl-2-propenyl, 1-ethyl-2-pentyne, 1-ethyl-3-pentyne, 1-octyl, 2-octenyl, 3-octenyl, 4-octenyl, 5-octenyl, 6-octenyl, 7-octenyl, 2-octyne, 3-octyne, 4-octyne, 5-octyne, 6-octyne, 2-octyl, 1-methyl-2-heptenyl, 1-methyl-3-heptenyl, 1-methyl-4-heptenyl, 1-methyl-5-heptenyl, 1-methyl-6-heptenyl, 1-methyl-2-heptyne, 1-methyl-3-heptyne, 1-methyl-4-heptyne, 1-methyl-5-heptyne, 1-methyl-6-heptyne, 1-methyl-2-heptenyl, 1-methyl-3-heptyne, 1-methyl-4-heptyne, 1-methyl-5-heptyne, 3-

octyl, 1-ethyl-2-hexenyl, 1-ethyl-3-hexenyl, 1-ethyl-4-hexenyl, 1-ethyl-2-hexynyl, 1-ethyl-3-hexynyl, 1-ethyl-4-hexynyl, 1-ethyl-5-hexenyl, 1-pentyl-2-propenyl, 4-octyl, 1-propyl-2-pentenyl, 1-propyl-3-pentenyl, 1-propyl-4-pentenyl, 1-butyl-2-butenyl, 1-propyl-2-pentynyl, 1-propyl-3-pentynyl, 1-butyl-2-butyryl, 1-butyl-3-butenyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of attachment of B to A with one or more of the group consisting of R<sup>32</sup>, R<sup>33</sup>, R<sup>34</sup>, R<sup>35</sup>, and R<sup>36</sup>;

B is optionally selected from the group consisting of cyclopropyl, cyclobutyl, oxetan-2-yl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, thiaetan-2-yl, thiaetan-3-yl, cyclopentyl, cyclohexyl, adamantyl, norbornyl, 3-trifluoromethylnorbornyl, bicyclo[3.1.0]hexan-6-yl, cycloheptyl, and cyclooctyl, wherein each ring carbon is optionally substituted with R<sup>33</sup>, ring carbons or a nitrogen adjacent to the carbon atom at the point of attachment are optionally substituted with R<sup>9</sup> or R<sup>13</sup>, a ring carbon or a nitrogen adjacent to the R<sup>9</sup> position and two atoms from the point of attachment is optionally substituted with R<sup>10</sup>, and a ring carbon or a nitrogen adjacent to the R<sup>13</sup> position and two atoms from the point of attachment is optionally substituted with R<sup>12</sup>;

R<sup>9</sup>, R<sup>10</sup>, R<sup>11</sup>, R<sup>12</sup>, and R<sup>13</sup> are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, isopropyl, propyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, nitro, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-

- methanamidomethyl, N,N-dimethanamidomethyl, acetyl, propanoyl, trifluoroacetyl, pentafluoropropanoyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, 2,2,2-trifluoro-1-trifluoromethyl-1-hydroxyethyl, carboxymethyl, methoxycarbonyl, 5 ethoxycarbonyl, amidocarbonyl, N-methanamidocarbonyl, N,N-dimethanamidocarbonyl, and cyano;

- A is selected from the group consisting of single covalent bond, O, S, NH, N(CH<sub>3</sub>), N(OH), C(O), CH<sub>2</sub>, CH<sub>3</sub>CH, CF<sub>3</sub>CH, NHC(O), N(CH<sub>3</sub>)C(O), C(O)NH, C(O)N(CH<sub>3</sub>), CF<sub>3</sub>CC(O), C(O)CCH<sub>3</sub>, C(O)CCF<sub>3</sub>, 10 CH<sub>2</sub>C(O), (O)CCH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>, CH<sub>3</sub>CHCH<sub>2</sub>, CF<sub>3</sub>CHCH<sub>2</sub>, CH<sub>3</sub>CC(O)CH<sub>2</sub>, CF<sub>3</sub>CC(O)CH<sub>2</sub>, CH<sub>2</sub>C(O)CCH<sub>3</sub>, CH<sub>2</sub>C(O)CCF<sub>3</sub>, CH<sub>2</sub>CH<sub>2</sub>C(O), and CH<sub>2</sub>(O)CCH<sub>2</sub>;

- A is optionally selected from the group consisting of CH<sub>2</sub>N(CH<sub>3</sub>), CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>), CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>3</sub>), and CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>) with the 15 proviso that B is hydrido;

- R<sup>1</sup> and X<sup>0</sup> are independently selected from the group consisting of hydrido, hydroxy, amino, thiol, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, 2-aminoethyl, methanamino, dimethanamino, cyano, methyl, ethyl, isopropyl, propyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 20 2,2,3,3,3-pentafluoropropyl, methoxy, ethoxy, propoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, ethoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

- R<sup>2</sup> is Z<sup>0</sup>-Q; 25 Z<sup>0</sup> is selected from the group consisting of covalent single bond, O, S, NH, CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>, CH(OH), CH(NH<sub>2</sub>), CH<sub>2</sub>CH(OH), CH<sub>2</sub>CHNH<sub>2</sub>, CH(OH)CH<sub>2</sub>, and CH(NH<sub>2</sub>)CH<sub>2</sub>;

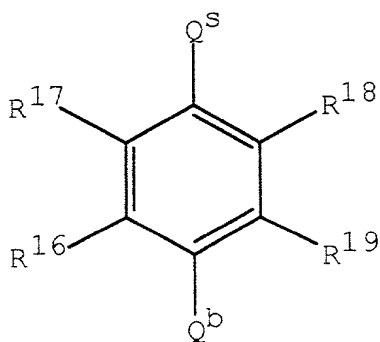


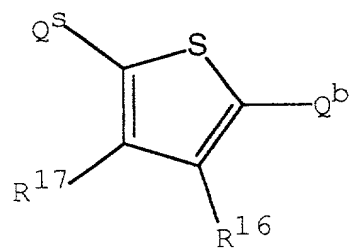
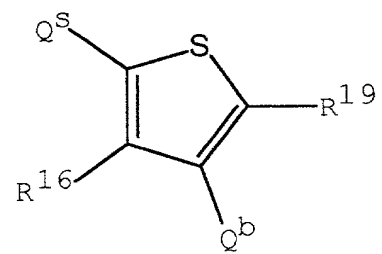
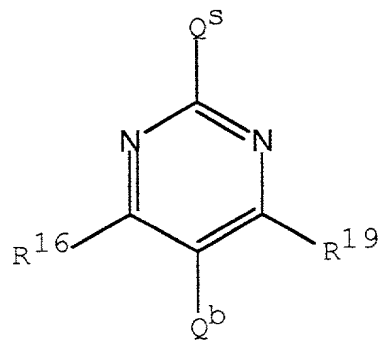
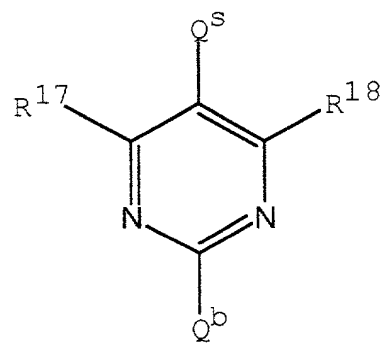
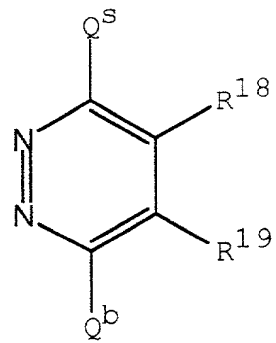
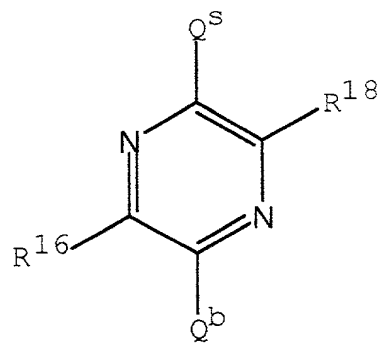
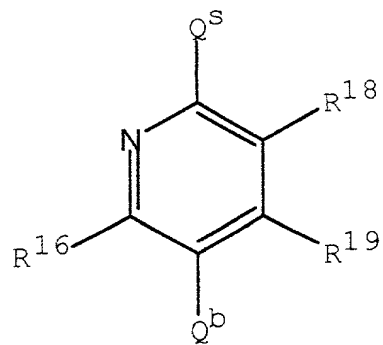
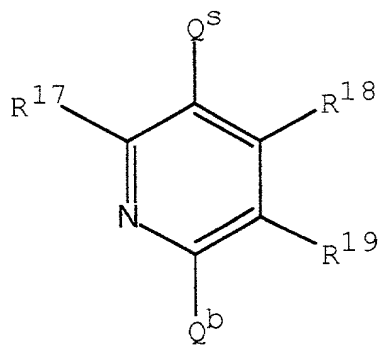
- Q is selected from the group consisting of phenyl, 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 1,2,4-triazol-3-yl, 1,2,4-triazol-5-yl, 1,2,4-oxadiazol-3-yl, 1,2,4-oxadiazol-5-yl, 1,3,4-oxadiazol-3-yl, 1,3,4-oxadiazol-5-yl, 3-isothiazolyl, 5-isothiazolyl, 2-oxazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, 1,3,5-triazin-2-yl, 1,2,4-triazin-3-yl, 1,2,4-triazin-5-yl, 1,2,4-triazin-6-yl, 1,2,3-triazin-4-yl, and 1,2,3-triazin-5-yl, wherein a carbon adjacent to the carbon at the point of attachment is
- optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

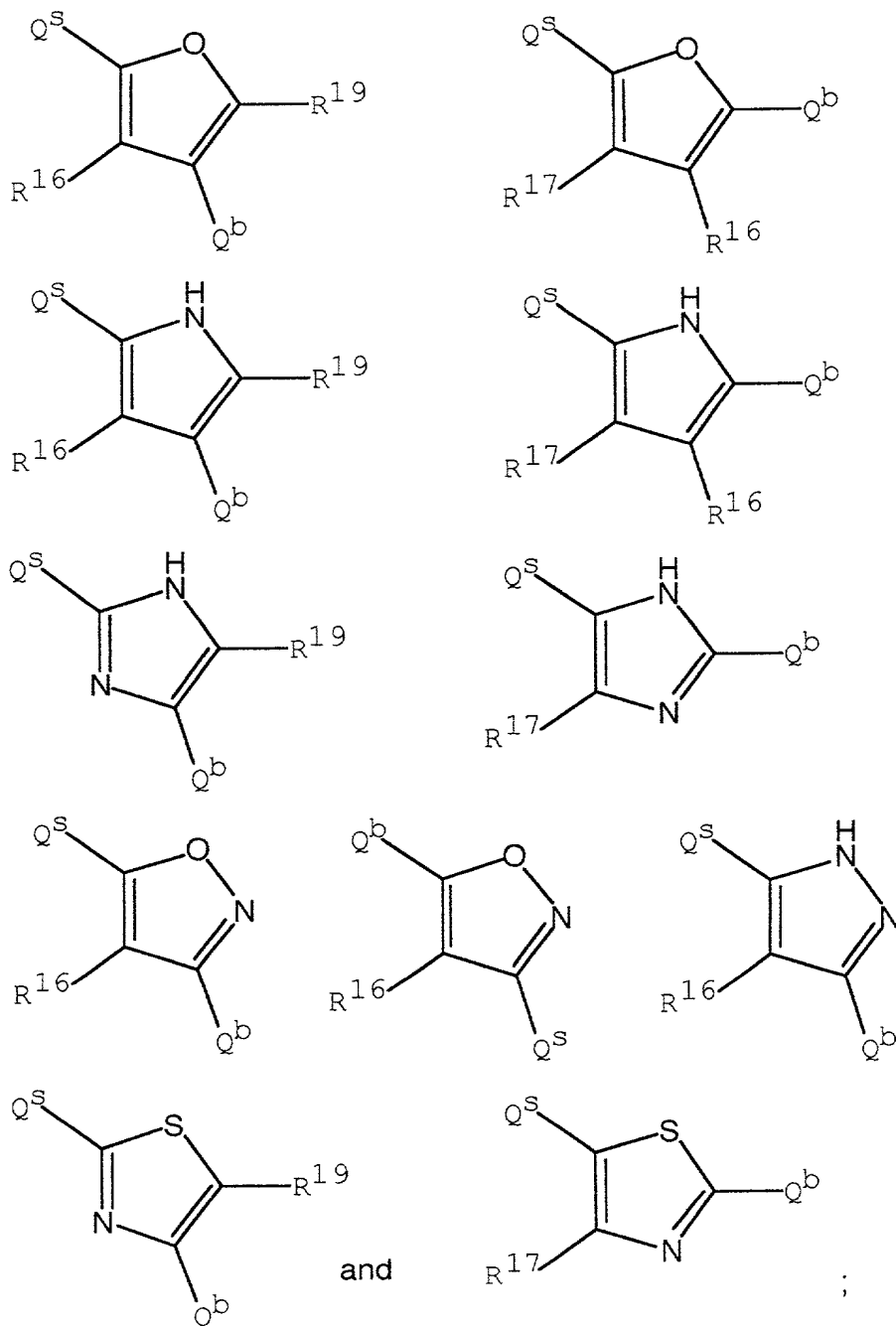
K is  $CHR^{4a}$  wherein  $R^{4a}$  is selected from the group consisting of methyl, ethyl, propyl, isopropyl, hydroxymethyl, 1-hydroxyethyl, methoxymethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoromethyl, methylthiomethyl, and hydrido;

- $E^0$  is a covalent single bond,  $C(O)N(H)$ ,  $(H)NC(O)$ , and  $S(O)_2N(H)$ ;

$Y^0$  is selected from the group of formulas consisting of:







5

$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group

consisting of hydrido, methyl, ethyl, isopropyl, propyl, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-  
 10 N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio,

isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-

- 5 methylamidosulfonyl, N,N-dimethylamidosulfonyl, acetyl, propanoyl, trifluoroacetyl, pentafluoropropanoyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, and cyano;

$R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

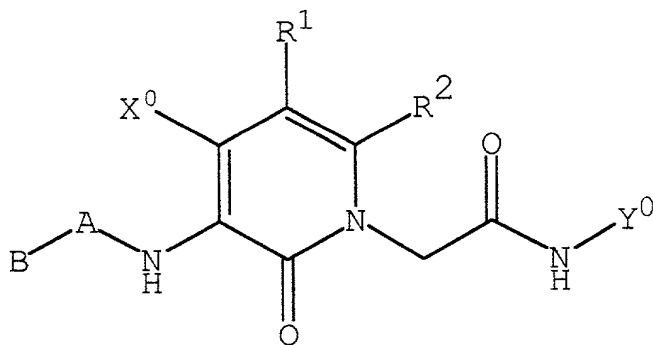
- 10  $Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido,  $C(NR^{25})NR^{23}R^{24}$  and  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , with the proviso that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy, N-methylamino, and N,N-dimethylamino at the same time and that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy, N-methylamino, and N,N-dimethylamino at
- 15 the same time;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, hydroxy, 2-aminoethyl, 2-(N-methylamino)ethyl, and 2-(N,N-dimethylamino)ethyl;

$Q^s$  is selected from the group consisting of a single covalent bond,

- 20  $CH_2$ ,  $CH_2CH_2$ ,  $CH_3CH$ ,  $CF_3CH$ ,  $CH_3CHCH_2$ ,  $CF_3CHCH_2$ ,  $CH_2(CH_3)CH$ ,  $CH=CH$ ,  $CF=CH$ ,  $C(CH_3)=CH$ ,  $CH=CHCH_2$ ,  $CF=CHCH_2$ ,  $C(CH_3)=CHCH_2$ ,  $CH_2CH=CH$ ,  $CH_2CF=CH$ ,  $CH_2C(CH_3)=CH$ ,  $CH_2CH=CHCH_2$ ,  $CH_2CF=CHCH_2$ ,  $CH_2C(CH_3)=CHCH_2$ ,  $CH_2CH=CHCH_2CH_2$ ,  $CH_2CF=CHCH_2CH_2$ , and
- 25  $CH_2C(CH_3)=CHCH_2CH_2$ .

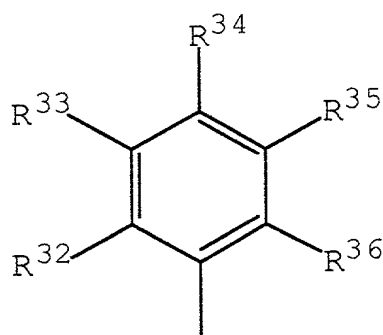
In a more preferred specific embodiment of Formula I, compounds have the Formula I-MPS wherein B is an aromatic:



(I-MPS wherein B is aromatic)

or a pharmaceutically acceptable salt thereof, wherein;

B is the Formula:



5

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the

group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidulosulfonyl, N,N-dimethylamidulosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and  $Q^b$ ;

10

15

A is selected from the group consisting of single covalent bond, NH,  $N(CH_3)$ ,  $N(OH)$ ,  $CH_2$ ,  $CH_3CH$ ,  $CF_3CH$ ,  $NHC(O)$ ,  $N(CH_3)C(O)$ ,

$C(O)NH$ ,  $C(O)N(CH_3)$ ,  $CH_2CH_2$ ,  $CH_2CH_2CH_2$ ,  $CH_3CHCH_2$ , and  
 $CF_3CHCH_2$ ;

$R^1$  and  $X^O$  are independently selected from the group consisting of  
 hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-  
 5 aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl,  
 trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy,  
 hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio,  
 ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and  
 bromo;

10  $R^2$  is  $Z^0-Q$ ;

$Z^0$  is selected from the group consisting of covalent single bond, O, S,  
 NH, and  $CH_2$ ;

Q is selected from the group consisting of phenyl, 2-thienyl, 3-thienyl,  
 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-  
 15 pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-  
 pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl,  
 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl, wherein a carbon adjacent  
 to the carbon at the point of attachment is optionally substituted by  $R^9$ , the  
 other carbon adjacent to the carbon at the point of attachment is optionally  
 20 substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at  
 the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  
 $R^{13}$  and two atoms from the carbon at the point of attachment is optionally  
 substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally  
 substituted by  $R^{11}$ ;

25  $R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting  
 of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl,  
 methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino,

- N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidulosulfonyl,
- 5 N,N-dimethylamidulosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

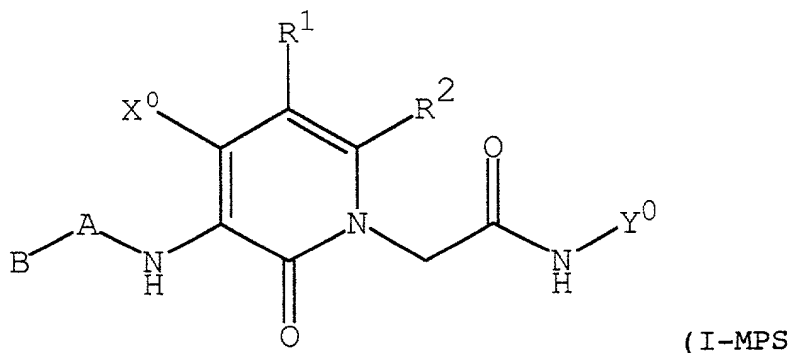
- $R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl,
- 10 isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidulosulfonyl, N,N-dimethylamidulosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl,
- 15 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, fluoro, chloro, bromo, and cyano;

- $Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido, and  $C(NR^{25})NR^{23}R^{24}$ , with the provisos that no more than one of  $R^{20}$
- 20 and  $R^{21}$  is hydroxy at the same time and that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy at the same time;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, and hydroxy;

- $Q^s$  is selected from the group consisting of a single covalent bond,
- 25  $CH_2$ , and  $CH_2CH_2$ .

In another more preferred specific embodiment of Formula I, compounds have the Formula I-MPS wherein B is a non-cyclic substituent:



wherein B is a non-cyclic substituent)

or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl,

- 5 2-propynyl, propyl, isopropyl, butyl, 2-butenyl, 3-butenyl, 2-butylnyl, sec-butyl, *tert*-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 4-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 1-methyl-2-butenyl, 1-methyl-3-butenyl, 1-methyl-2-butylnyl, 3-pentyl, 1-ethyl-2-propenyl, 2-methylbutyl, 2-methyl-2-butenyl, 2-methyl-3-butenyl, 2-methyl-3-butylnyl, 3-methylbutyl, 3-methyl-2-butenyl, 3-methyl-3-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 5-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-4-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-ethyl-3-butenyl, 1-propyl-2-propenyl, 1-ethyl-2-butylnyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 6-heptenyl, 2-heptylnyl, 3-heptylnyl, 4-heptylnyl, 5-heptylnyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-5-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-4-pentenyl, 1-butyl-2-propenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl,
- 10 15 20
- wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of attachment of B to A with one or more of the group consisting of R<sup>32</sup>, R<sup>33</sup>, R<sup>34</sup>, R<sup>35</sup>, and R<sup>36</sup>;

- 25 R<sup>32</sup>, R<sup>33</sup>, R<sup>34</sup>, R<sup>35</sup>, and R<sup>36</sup> are independently selected from the

group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino,



acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-

- 5 methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and  $Q^b$ ;

A is selected from the group consisting of single covalent bond, NH,

- 10  $N(CH_3)$ ,  $N(OH)$ ,  $CH_2$ ,  $CH_3CH$ ,  $CF_3CH$ ,  $NHC(O)$ ,  $N(CH_3)C(O)$ ,  $C(O)NH$ ,  $C(O)N(CH_3)$ ,  $CH_2CH_2$ ,  $CH_2CH_2CH_2$ ,  $CH_3CHCH_2$ , and  $CF_3CHCH_2$ ;

A is optionally selected from the group consisting of  $CH_2N(CH_3)$ ,

$CH_2N(CH_2CH_3)$ ,  $CH_2CH_2N(CH_3)$ , and  $CH_2CH_2N(CH_2CH_3)$  with the

- 15 proviso that B is hydrido;

$R^1$  and  $X^O$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy,

- 20 hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

$R^2$  is  $Z^0-Q$ ;

$Z^0$  is selected from the group consisting of covalent single bond, O, S,

- 25 NH, and  $CH_2$ ;

Q is selected from the group consisting of phenyl, 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl,

3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl, wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidossulfonyl, N,N-dimethylamidossulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

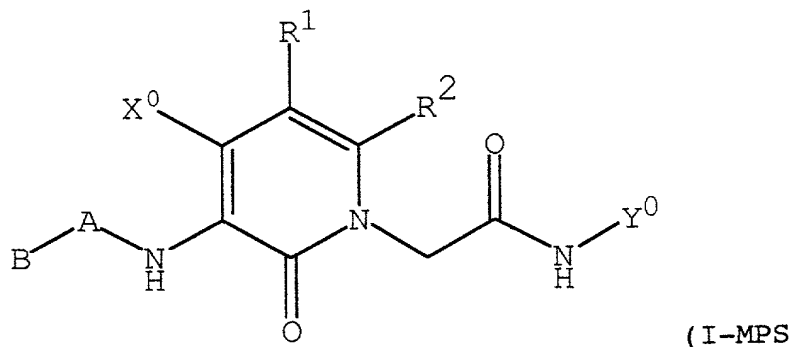
$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidossulfonyl, N,N-dimethylamidossulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, fluoro, chloro, bromo, and cyano;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$ , wherein  $Q^{be}$  is hydrido,  $C(NR^{25})NR^{23}R^{24}$ , and  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , with the provisos that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy at the same time and that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy at the same time;

- 5  $R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, and hydroxy;

$Q^s$  is selected from the group consisting of a single covalent bond,  $CH_2$ , and  $CH_2CH_2$ .

- 10 In still another more preferred specific embodiment of Formula I, compounds have the Formula I-MPS wherein B is a non-aromatic cyclic substituent:



wherein B is a non-aromatic cyclic substituent) or a pharmaceutically acceptable salt thereof, wherein;

- 15 B is optionally selected from the group consisting of cyclopropyl, cyclobutyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, thiaetan-3-yl, cyclopentyl, cyclohexyl, norbornyl, bicyclo[3.1.0]hexan-6-yl, and cycloheptyl, wherein each ring carbon is optionally substituted with  $R^{33}$ , ring carbons or a nitrogen adjacent to the carbon atom at the point of attachment is
- 20 optionally substituted with  $R^9$  or  $R^{13}$ , a ring carbon or nitrogen adjacent to the  $R^9$  position and two atoms from the point of attachment is optionally

substituted with  $R^{10}$ , and a ring carbon or nitrogen adjacent to the  $R^{13}$  position and two atoms from the point of attachment is optionally substituted with  $R^{12}$ ;

$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting

- 5 of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro,  
10 chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamid sulfonyl, N,N-dimethylamid sulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of

- 15 hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamid sulfonyl, N,N-dimethylamid sulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, fluoro, chloro, bromo, and cyano;

$R^{33}$  are independently selected from the group consisting of hydrido,

- 25 amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamid sulfonyl, N,N-dimethylamid sulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl,

amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and Q<sup>b</sup>;

A is selected from the group consisting of single covalent bond, NH, N(CH<sub>3</sub>), N(OH), CH<sub>2</sub>, CH<sub>3</sub>CH, CF<sub>3</sub>CH, NHC(O), N(CH<sub>3</sub>)C(O),

- 5 C(O)NH, C(O)N(CH<sub>3</sub>), CH<sub>2</sub>CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>, CH<sub>3</sub>CHCH<sub>2</sub>, and CF<sub>3</sub>CHCH<sub>2</sub>;

- R<sup>1</sup> and X<sup>o</sup> are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, 10 trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

R<sup>2</sup> is Z<sup>o</sup>-Q;

- 15 Z<sup>o</sup> is selected from the group consisting of covalent single bond, O, S, NH, and CH<sub>2</sub>;

- Q is selected from the group consisting of phenyl, 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 20 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl, wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by R<sup>9</sup>, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R<sup>13</sup>, a carbon adjacent to R<sup>9</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>10</sup>, a carbon adjacent to R<sup>13</sup> and two atoms from the carbon at the point of attachment is optionally
- 25

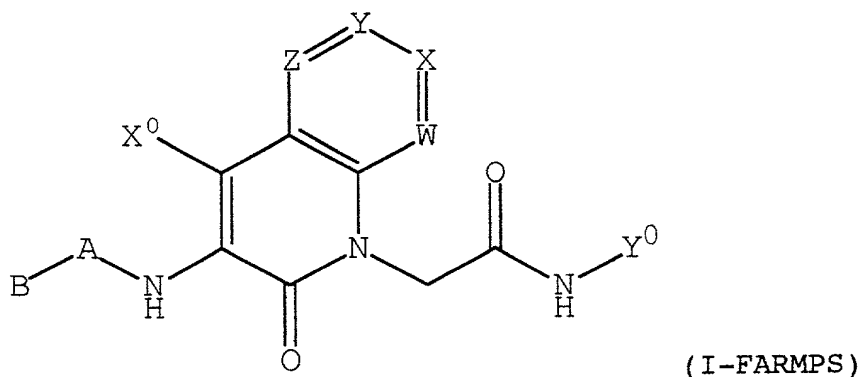
substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

- $Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido, and  $C(NR^{25})NR^{23}R^{24}$ , with the provisos that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy at the same time and that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy at the same time;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, and hydroxy;

- $Q^s$  is selected from the group consisting of a single covalent bond,  $CH_2$ , and  $CH_2CH_2$ .

In a further even more preferred embodiment of compounds of Formula I, compounds have the Formula I-FARMPS wherein there are two fused aromatic rings:



- or a pharmaceutically acceptable salt thereof, wherein;

- B is selected from the group consisting of phenyl, 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl, wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{32}$ , the other carbon adjacent to the carbon at the point of attachment is optionally

substituted by  $R^{36}$ , a carbon adjacent to  $R^{32}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{33}$ , a carbon adjacent to  $R^{36}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{35}$ , and any carbon adjacent to both  $R^{33}$  and  $R^{35}$  is optionally substituted by  $R^{34}$ ;

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamid sulfonyl, N,N-dimethylamid sulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and  $Q^b$ ;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butenyl, 3-butenyl, 2-butylnyl, sec-butyl, *tert*-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 4-pentenyl, 2-pentylnyl, 3-pentylnyl, 2-pentyl, 1-methyl-2-butenyl, 1-methyl-3-butenyl, 1-methyl-2-butylnyl, 3-pentyl, 1-ethyl-2-propenyl, 2-methylbutyl, 2-methyl-2-butenyl, 2-methyl-3-butenyl, 2-methyl-3-butylnyl, 3-methylbutyl, 3-methyl-2-butenyl, 3-methyl-3-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 5-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-4-pentenyl, 1-methyl-2-pentylnyl, 1-methyl-3-pentylnyl, 3-hexyl, 1-ethyl-2-butenyl, 1-ethyl-3-butenyl, 1-propyl-2-propenyl, 1-ethyl-2-butylnyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 6-heptenyl, 2-heptylnyl, 3-heptylnyl, 4-heptylnyl, 5-heptylnyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-5-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-4-pentenyl,

1-butyl-2-propenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to  
 5 and including 5 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

B is optionally selected from the group consisting of cyclopropyl, cyclobutyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, thiaetan-3-yl, cyclopentyl, cyclohexyl, norbornyl, 7-oxabicyclo[2.2.1]heptan-2-yl,  
 10 bicyclo[3.1.0]hexan-6-yl, cycloheptyl, 2-morpholinyl, 3-morpholinyl, 4-morpholinyl, 1-piperazinyl, 2-piperazinyl, 1-piperidinyl, 2-piperidinyl, 3-piperidinyl, 4-piperidinyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 2-dioxanyl, 4H-2-pyranyl, 4H-3-pyranyl, 4H-4-pyranyl, 4H-pyran-4-one-2-yl, 4H-pyran-4-one-3-yl, 2-tetrahydrofuran-2-yl, 3-tetrahydrofuran-2-yl,  
 15 tetrahydropyranyl, 3-tetrahydropyranyl, 4-tetrahydropyranyl, 2-tetrahydrothienyl, and 3-tetrahydrothienyl, wherein each ring carbon is optionally substituted with  $R^{33}$ , a ring carbon and nitrogen atoms adjacent to the carbon atom at the point of attachment is optionally substituted with  $R^9$  or  $R^{13}$ , a ring carbon or nitrogen atom adjacent to the  $R^9$  position and two atoms  
 20 from the point of attachment is optionally substituted with  $R^{10}$ , and a ring carbon or nitrogen atom adjacent to the  $R^{13}$  position and two atoms from the point of attachment is optionally substituted with  $R^{12}$ ;

$R^9$  and  $R^{11}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl,  
 25 methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidodisulfonyl,  
 30 N,N-dimethylamidodisulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-



hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of

- 5 hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidulosulfonyl, N,N-dimethylamidulosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl,  
10 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, fluoro, chloro, bromo, and cyano;

A is selected from the group consisting of single covalent bond, NH, N(CH<sub>3</sub>), N(OH), CH<sub>2</sub>, CH<sub>3</sub>CH, CF<sub>3</sub>CH, NHC(O), N(CH<sub>3</sub>)C(O),

- 15 C(O)NH, C(O)N(CH<sub>3</sub>), CH<sub>2</sub>CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>, CH<sub>3</sub>CHCH<sub>2</sub>, and CF<sub>3</sub>CHCH<sub>2</sub>;

A is optionally selected from the group consisting of CH<sub>2</sub>N(CH<sub>3</sub>), CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>), CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>3</sub>), and CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>) with the proviso that B is hydrido;

- 20  $X^O$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-  
25 tetrafluoroethoxy, fluoro, chloro, and bromo;

W, X, Y, and Z are independently selected from the group consisting of CH, N, CF, CCl, C-CN, C-CH<sub>3</sub>, C-CH<sub>2</sub>CH<sub>3</sub>, C-NH<sub>2</sub>, C-CH<sub>2</sub>NH<sub>2</sub>, C-CH<sub>2</sub>NHCH<sub>3</sub>, C-NHCH<sub>3</sub>, C-N(CH<sub>3</sub>)<sub>2</sub>, C-CH(NH<sub>2</sub>)CH<sub>3</sub>, C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, C-NHOCH<sub>3</sub>, C-NHOCH<sub>2</sub>CH<sub>3</sub>, C-C(NH)NH<sub>2</sub>,

- 30 C-C(NOH)NH<sub>2</sub>, C-OH, C-CH<sub>2</sub>OH, C-CH<sub>2</sub>CH<sub>2</sub>OH, C-CH(OH)CH<sub>3</sub>,

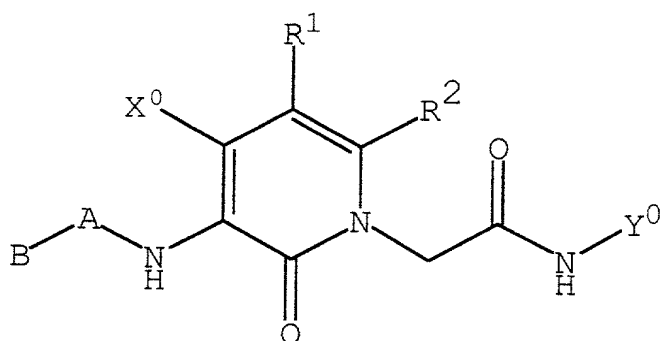
C-OCH<sub>3</sub>, C-OCH<sub>2</sub>CH<sub>3</sub>, C-CO<sub>2</sub>H, C-CO<sub>2</sub>CH<sub>3</sub>, C-C(O)NH<sub>2</sub>,  
 C-C(O)NHCH<sub>3</sub>, C-C(O)NH(CH<sub>3</sub>)<sub>2</sub>, C-CH<sub>2</sub>CO<sub>2</sub>H, C-SO<sub>2</sub>NH<sub>2</sub>,  
 C-SO<sub>2</sub>NHCH<sub>3</sub>, C-NH(O)CCH<sub>3</sub>, and C-NH(O)CCF<sub>3</sub>;

- $Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$ , wherein  $Q^{be}$   
 5 is hydrido,  $C(NR^{25})NR^{23}R^{24}$ , and  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , with the  
 provisos that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy at the same time and  
 that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy at the same time;

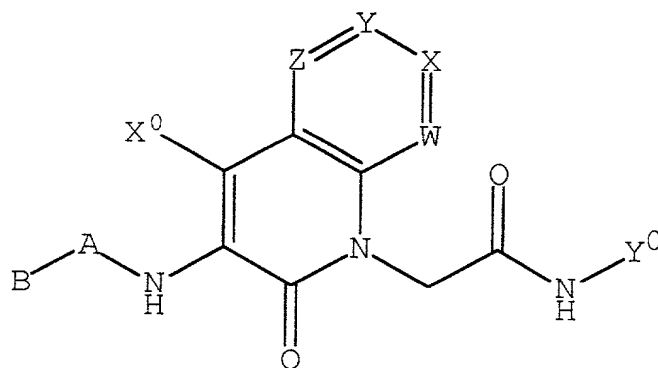
$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the  
 group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, and hydroxy;

- 10  $Q^s$  is selected from the group consisting of a single covalent bond,  
 $CH_2$ , and  $CH_2CH_2$ .

The more preferred specific embodiment (I-MPS) and (I-FARMPS)  
 compounds of the present invention having the Formula:



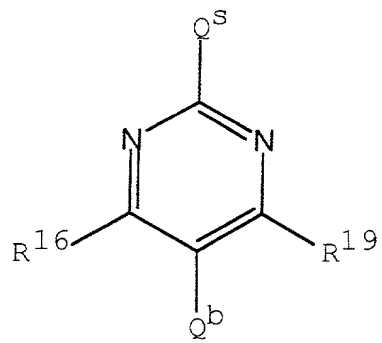
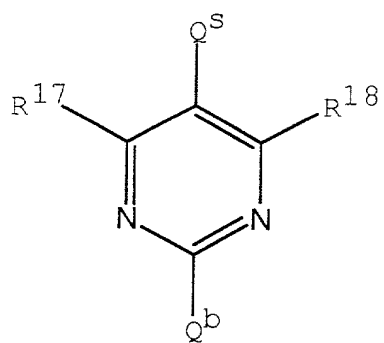
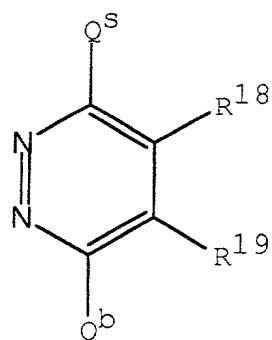
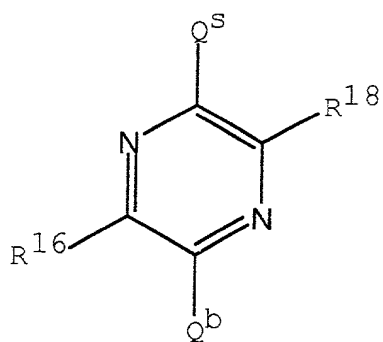
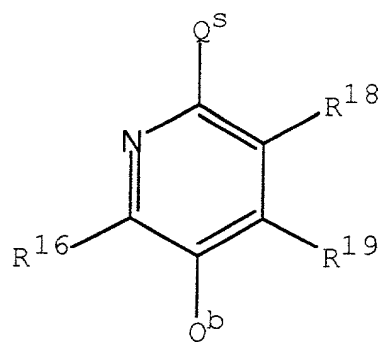
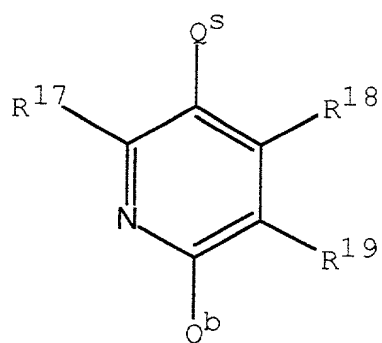
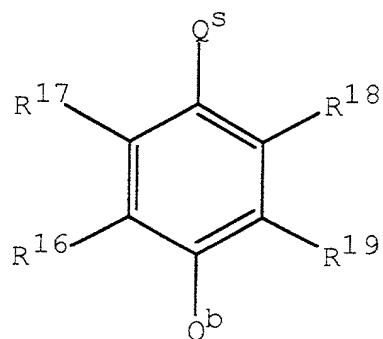
(I-MPS) and

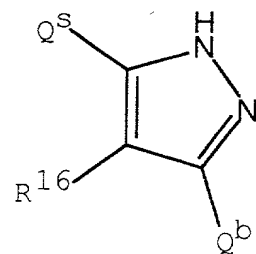
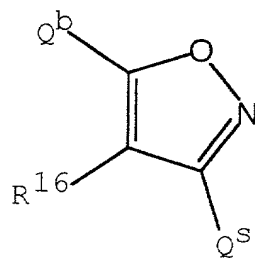
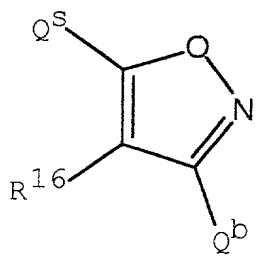
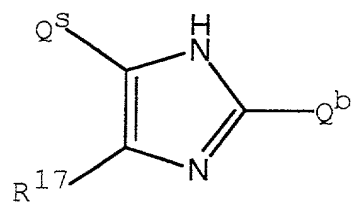
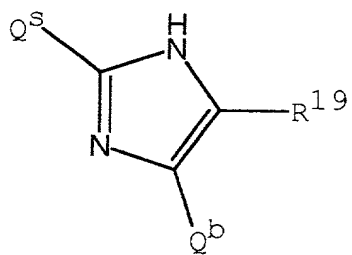
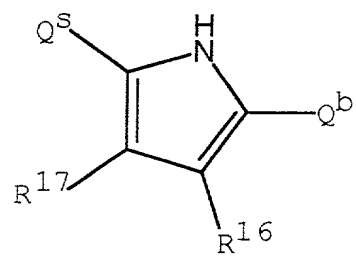
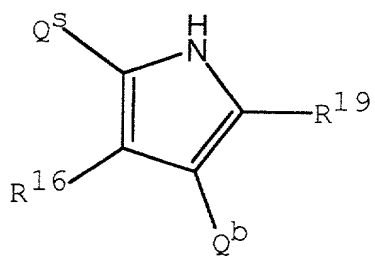
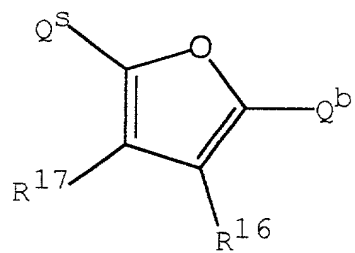
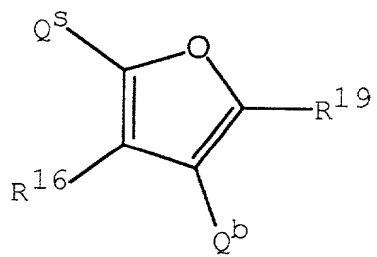
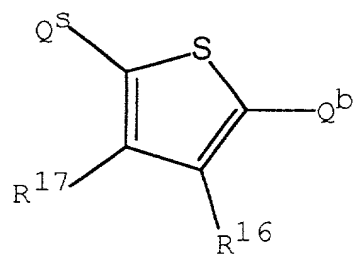
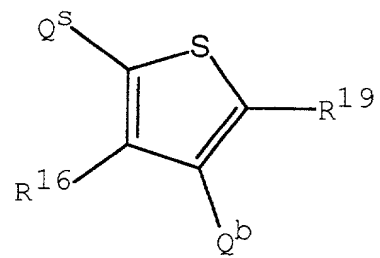


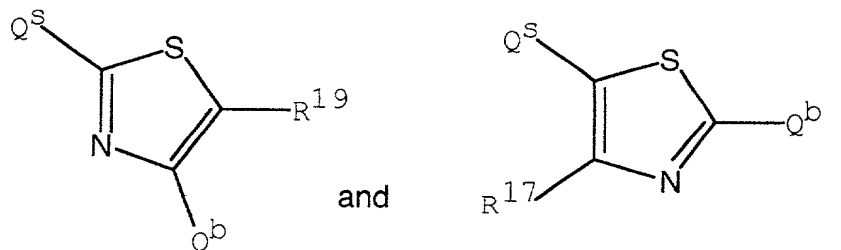
(I-FARMPS)

or a pharmaceutically acceptable salt thereof, have common structural units, wherein;

$Y^0$  is selected from the group of formulas consisting of:





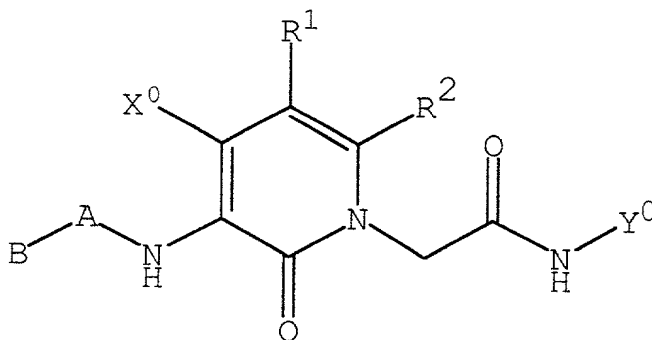


$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group

- consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidulosulfonyl, N,N-dimethylamidulosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, and cyano;

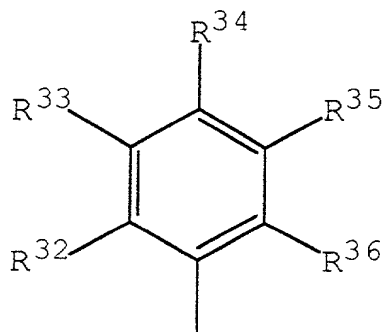
$R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ .

- In a most preferred specific embodiment of Formula I, compounds have the Formula I-EMPS wherein B is an aromatic:



(I-EMPS wherein B is aromatic)  
or a pharmaceutically acceptable salt thereof, wherein;

- B is the Formula:



$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the

group consisting of hydrido, amidino, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, hydroxymethyl, amidocarbonyl, carboxy, cyano, and  $Q^b$ ;

A is selected from the group consisting of single covalent bond, NH,  $N(CH_3)$ ,  $CH_2$ ,  $CH_3CH$ , and  $CH_2CH_2$ ;

10  $X^O$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

$R^1$  is selected from the group consisting of hydrido, hydroxy, amino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, methylthio, trifluoromethoxy, fluoro, and chloro;

$R^2$  is  $Z^0-Q$ ;

$Z^0$  is a covalent single bond;

15 Q is selected from the group consisting of phenyl, 2-thienyl, 2-furyl, 2-pyrrolyl, 2-imidazolyl, 2-thiazolyl, 3-isoxazolyl, 2-pyridyl, and 3-pyridyl, wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by

$R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting

5 of hydrido, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, methylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamid sulfonyl, N,N-dimethylamid sulfonyl, hydroxymethyl, 1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, carboxy, and cyano;

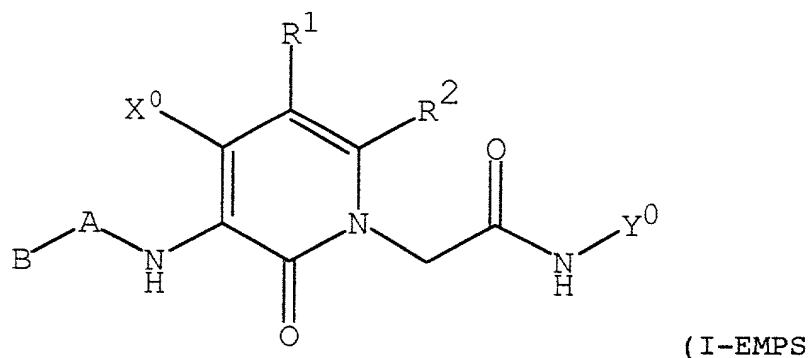
10  $R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, amidino, amidocarbonyl, N-methylamidocarbonyl, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, carboxy, carboxymethyl, amino, acetamido, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoroacetamido, aminomethyl, N-  
15 methylamino, dimethylamino, amidosulfonyl, N-methylamid sulfonyl, N,N-dimethylamid sulfonyl, methoxycarbonyl, fluoro, chloro, bromo, and cyano;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$  and  $C(NR^{25})NR^{23}R^{24}$ , with the proviso that said  $Q^b$  group is bonded directly to a carbon atom;

20  $R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido, methyl, and ethyl;

$Q^s$  is  $CH_2$ .

In another most preferred specific embodiment of Formula I, compounds have the Formula I-EMPS wherein B is a non-cyclic substituent:



wherein B is a non-cyclic substituent)

or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl,

- 5 2-propynyl, propyl, isopropyl, butyl, 2-butenyl, 2-butylnyl, sec-butyl, *tert*-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 3-pentyl, 2-methylbutyl, 2-methyl-2-butenyl, 3-methylbutyl, 3-methyl-2-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 2-heptynyl, 3-heptynyl, 4-heptynyl, 5-heptynyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of attachment of B to A with one or more of the group consisting of R<sup>32</sup>,
- 20 R<sup>33</sup>, R<sup>34</sup>, R<sup>35</sup>, and R<sup>36</sup>;

- R<sup>32</sup>, R<sup>33</sup>, R<sup>34</sup>, R<sup>35</sup>, and R<sup>36</sup> are independently selected from the group consisting of hydrido, amidino, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, 25 chloro, bromo, amidosulfonyl, N-methylamidulosulfonyl, hydroxymethyl, amidocarbonyl, carboxy, cyano, and Q<sup>b</sup>;



A is selected from the group consisting of single covalent bond, NH, N(CH<sub>3</sub>), CH<sub>2</sub>, CH<sub>3</sub>CH, and CH<sub>2</sub>CH<sub>2</sub>;

A is optionally selected from the group consisting of CH<sub>2</sub>N(CH<sub>3</sub>), CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>), CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>3</sub>), and CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>) with the proviso that B is hydrido;

X<sup>0</sup> is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

R<sup>1</sup> is selected from the group consisting of hydrido, hydroxy, amino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, methylthio, trifluoromethoxy, fluoro, and chloro;

R<sup>2</sup> is Z<sup>0</sup>-Q;

Z<sup>0</sup> is a covalent single bond;

Q is selected from the group consisting of phenyl, 2-thienyl, 2-furyl, 2-pyrrolyl, 2-imidazolyl, 2-thiazolyl, 3-isoxazolyl, 2-pyridyl, and 3-pyridyl, wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by R<sup>9</sup>, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R<sup>13</sup>, a carbon adjacent to R<sup>9</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>10</sup>, a carbon adjacent to R<sup>13</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>12</sup>, and any carbon adjacent to both R<sup>10</sup> and R<sup>12</sup> is optionally substituted by R<sup>11</sup>;

R<sup>9</sup>, R<sup>11</sup>, and R<sup>13</sup> are independently selected from the group consisting of hydrido, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, methylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidodisulfonyl, N,N-dimethylamidodisulfonyl, hydroxymethyl, 1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, carboxy, and cyano;

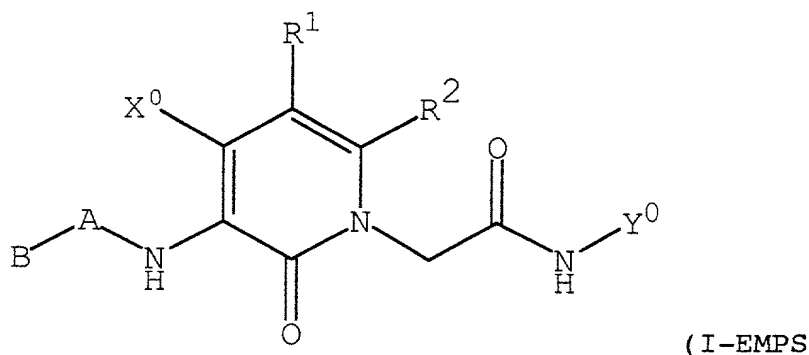
- $R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, amidino, amidocarbonyl, N-methylamidocarbonyl, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, carboxy, carboxymethyl, amino, acetamido, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoroacetamido, aminomethyl, N-methylamino, dimethylamino, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, methoxycarbonyl, fluoro, chloro, bromo, and cyano;

- $Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $C(NR^{25})NR^{23}R^{24}$ , and  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , with the proviso that said  $Q^b$  group is bonded directly to a carbon atom;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, methyl, and ethyl;

$Q^s$  is  $CH_2$ .

- In still another most preferred specific embodiment of Formula I, compounds have the Formula I-EMPS wherein B is a non-aromatic cyclic substituent:



- wherein B is a non-aromatic cyclic substituent) or a pharmaceutically acceptable salt thereof, wherein;
- B is optionally selected from the group consisting of cyclopropyl, cyclobutyl, oxetan-3-yl, azetidin-3-yl, thiaetan-3-yl, cyclopentyl, and cyclohexyl, wherein each ring carbon is optionally substituted with  $R^{33}$ , ring carbons or a nitrogen adjacent to the carbon atom at the point of attachment is

optionally substituted with  $R^9$  or  $R^{13}$ , a ring carbon or nitrogen adjacent to the  $R^9$  position and two atoms from the point of attachment is optionally substituted with  $R^{10}$ , and a ring carbon or nitrogen adjacent to the  $R^{13}$  position and two atoms from the point of attachment is optionally substituted with  $R^{12}$ ;

$R^{33}$  are independently selected from the group consisting of hydrido, amidino, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, carboxy, amino, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamid sulfonyl, hydroxymethyl, amidocarbonyl, cyano, and  $Q^b$ ;

A is selected from the group consisting of single covalent bond, NH,  $N(CH_3)$ ,  $CH_2$ ,  $CH_3CH$ , and  $CH_2CH_2$ ;

$X^o$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

$R^1$  is selected from the group consisting of hydrido, hydroxy, amino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, methylthio, trifluoromethoxy, fluoro, and chloro;

$R^2$  is  $Z^0-Q$ ;

$Z^0$  is a covalent single bond;

Q is selected from the group consisting of phenyl, 2-thienyl, 2-furyl, 2-pyrrolyl, 2-imidazolyl, 2-thiazolyl, 3-isoxazolyl, 2-pyridyl, and 3-pyridyl, wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of

attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of

attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, methylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidodisulfonyl, N,N-dimethylamidodisulfonyl, hydroxymethyl, 1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, carboxy, and cyano;

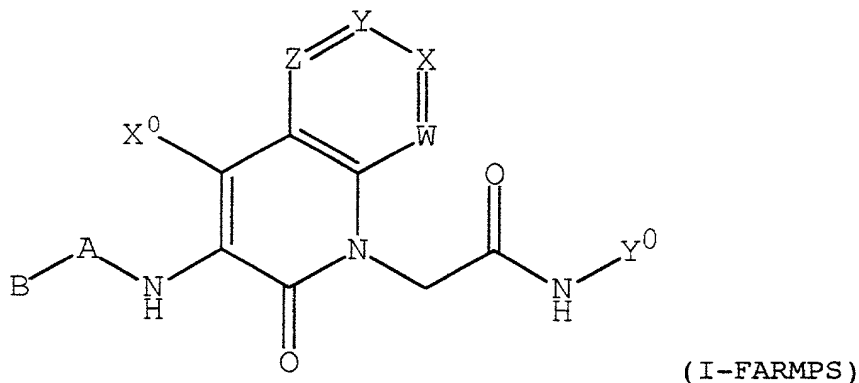
$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, amidino, amidocarbonyl, N-methylamidocarbonyl, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, carboxy, carboxymethyl, amino, acetamido, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoroacetamido, aminomethyl, N-methylamino, dimethylamino, amidosulfonyl, N-methylamidodisulfonyl, N,N-dimethylamidodisulfonyl, methoxycarbonyl, fluoro, chloro, bromo, and cyano;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$  and  $C(NR^{25})NR^{23}R^{24}$ , with the proviso that said  $Q^b$  group is bonded directly to a carbon atom;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido, methyl, and ethyl;

$Q^s$  is  $CH_2$ .

In a further most preferred embodiment of compounds of Formula I, compounds have the Formula I-FARMPS wherein there are two fused aromatic rings:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of phenyl, 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, and 5-isoxazolyl, wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{32}$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{36}$ , a carbon adjacent to  $R^{32}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{33}$ , a carbon adjacent to  $R^{36}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{35}$ , and any carbon adjacent to both  $R^{33}$  and  $R^{35}$  is optionally substituted by  $R^{34}$ ;

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, amidino, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidodisulfonyl, hydroxymethyl, amidocarbonyl, carboxy, cyano, and  $Q^b$ ;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butenyl, 2-butyne, sec-butyl, tert-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 3-pentyl, 2-methylbutyl, 2-methyl-2-butenyl,

3-methylbutyl, 3-methyl-2-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-heptyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 2-heptynyl, 3-heptynyl, 4-heptynyl, 5-heptynyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of attachment of B to A with one or more of the group consisting of R<sup>32</sup>, R<sup>33</sup>, R<sup>34</sup>, R<sup>35</sup>, and R<sup>36</sup>;

B is optionally selected from the group consisting of cyclopropyl, cyclobutyl, oxetan-3-yl, azetidin-3-yl, thiaetan-3-yl, cyclopentyl, cyclohexyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-tetrahydrothienyl, and 3-tetrahydrothienyl, wherein each ring carbon is optionally substituted with R<sup>33</sup>, a ring carbon and nitrogen atoms adjacent to the carbon atom at the point of attachment is optionally substituted with R<sup>9</sup> or R<sup>13</sup>, a ring carbon or nitrogen atom adjacent to the R<sup>9</sup> position and two atoms from the point of attachment is optionally substituted with R<sup>10</sup>, and a ring carbon or nitrogen atom adjacent to the R<sup>13</sup> position and two atoms from the point of attachment is optionally substituted with R<sup>12</sup>;

R<sup>9</sup>, R<sup>11</sup>, and R<sup>13</sup> are independently selected from the group consisting of hydrido, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, methylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidodisulfonyl, N,N-dimethylamidodisulfonyl, hydroxymethyl, 1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, carboxy, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, amidino, amidocarbonyl, N-methylamidocarbonyl, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, carboxy, carboxymethyl, amino, acetamido, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoroacetamido, aminomethyl, N-methylamino, dimethylamino, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, methoxycarbonyl, fluoro, chloro, bromo, and cyano;

A is selected from the group consisting of single covalent bond, NH, N(CH<sub>3</sub>), CH<sub>2</sub>, CH<sub>3</sub>CH, and CH<sub>2</sub>CH<sub>2</sub>;

A is optionally selected from the group consisting of CH<sub>2</sub>N(CH<sub>3</sub>), CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>), CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>3</sub>), and CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>) with the proviso that B is hydrido;

$X^O$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

W and Z are independently selected from the group consisting of CH, N, CF, CCl, C-CN, C-NH<sub>2</sub>, C-CH<sub>2</sub>NH<sub>2</sub>, C-NHCH<sub>3</sub>, C-OH, C-CH<sub>2</sub>OH, C-CO<sub>2</sub>H, and C-C(O)NH<sub>2</sub>;

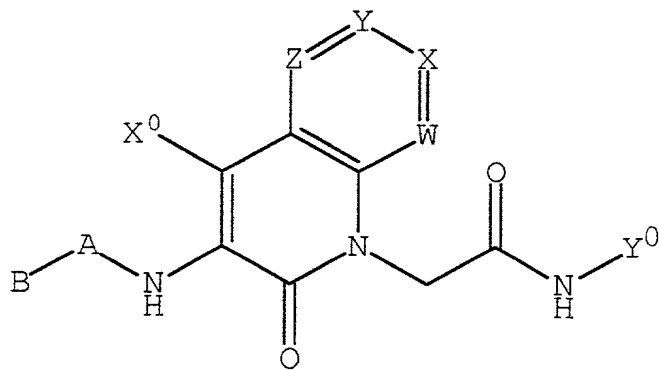
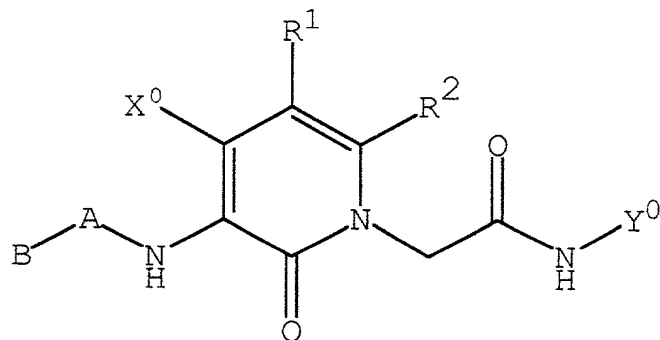
X and Y are independently selected from the group consisting of CH, N, CF, C-CN, C-CH<sub>3</sub>, C-NH<sub>2</sub>, C-CH<sub>2</sub>NH<sub>2</sub>, C-CH<sub>2</sub>NHCH<sub>3</sub>, C-NHCH<sub>3</sub>, C-CH(NH<sub>2</sub>)CH<sub>3</sub>, C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, C-NHOCH<sub>3</sub>, C-C(NH)NH<sub>2</sub>, C-C(NO<sub>2</sub>)NH<sub>2</sub>, C-OH, C-CH<sub>2</sub>OH, C-CH<sub>2</sub>CH<sub>2</sub>OH, C-CH(OH)CH<sub>3</sub>, C-OCH<sub>3</sub>, C-CO<sub>2</sub>H, C-C(O)NH<sub>2</sub>, C-C(O)NHCH<sub>3</sub>, C-CH<sub>2</sub>CO<sub>2</sub>H, and C-SO<sub>2</sub>NH<sub>2</sub>;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $C(NR^{25})NR^{23}R^{24}$ , and  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , with the proviso that said  $Q^b$  group is bonded directly to a carbon atom;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, methyl, and ethyl;

$Q^s$  is  $CH_2$ .

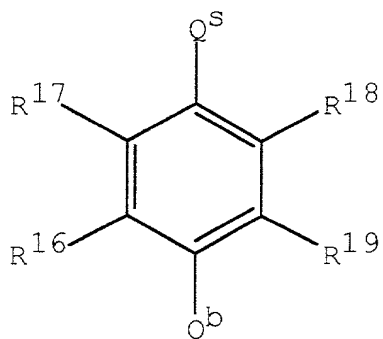
- 5 The most preferred specific embodiment (I-EMPS) compounds of the present invention having the Formula:



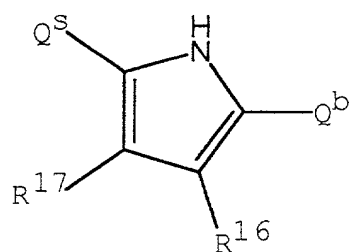
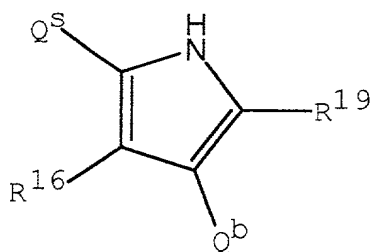
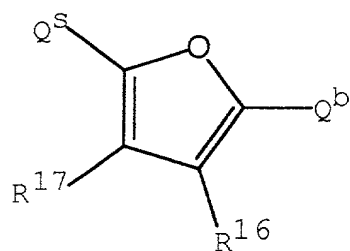
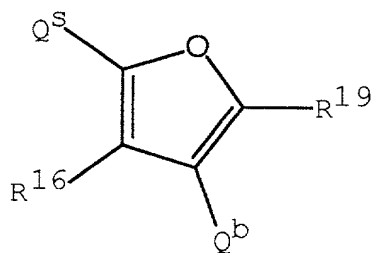
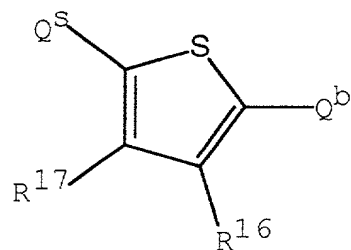
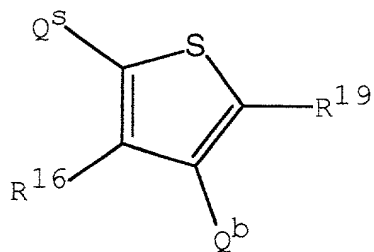
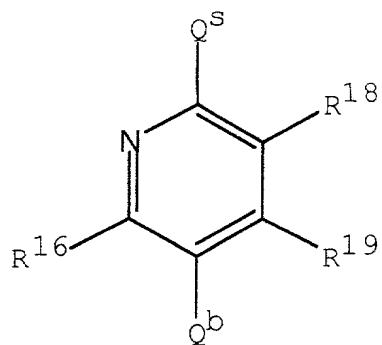
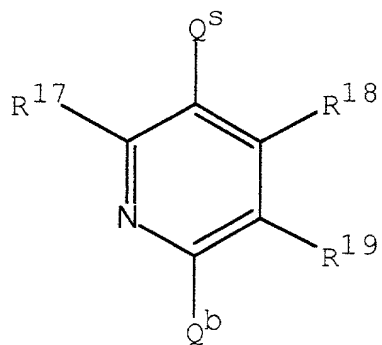
or a pharmaceutically acceptable salt thereof, have common structural units,

- 10 wherein;

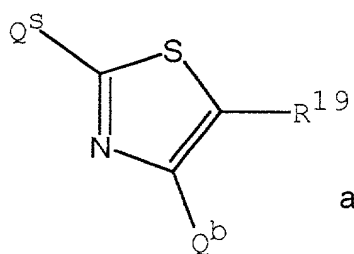
$Y^0$  is selected from the group of formulas consisting of:



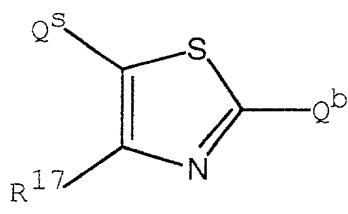




5



and



;

$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group

consisting of hydrido, methyl, ethyl, amidino, guanidino, methoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethylthio, methylsulfinyl, methylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoromethoxy, fluoro, chloro, amidosulfonyl, N-methylamidosulfonyl, hydroxymethyl, carboxy, and cyano.

The compounds of this invention can be used in anticoagulant therapy for the treatment and prevention of a variety of thrombotic conditions including coronary artery and cerebrovascular disease. The compounds of this invention can be used to inhibit serine protease associated with the coagulation cascade and factors II, VII, VIII, IX, X, XI, or XII. The compounds of the invention can inhibit the formation of blood platelet aggregates, inhibit the formation of fibrin, inhibit thrombus formation, and inhibiting embolus formation in a mammal, in blood, in blood products, and in mammalian organs. The compounds also can be used for treating or preventing unstable angina, refractory angina, myocardial infarction, transient ischemic attacks, atrial fibrillation, thrombotic stroke, embolic stroke, deep vein thrombosis, disseminated intravascular coagulation, ocular build up of fibrin, and reocclusion or restenosis of recanalized vessels in a mammal. The compounds can also be used in prophylactic treatment of subjects who are at risk of developing such disorders. The compounds can be used to lower the risk of atherosclerosis. The compounds of Formula (I) would also be useful in prevention of cerebral vascular accident (CVA) or stroke.

Besides being useful for human treatment, these compounds are also useful for veterinary treatment of companion animals, exotic animals and farm animals, including mammals, rodents, and the like. More preferred animals include horses, dogs, and cats.

In yet another embodiment of the present invention, the novel compounds are selected from the compounds set forth in **Examples 1** through **Example 28** and **Example Table 1**.

The use of generic terms in the description of the compounds are herein defined for clarity.

Standard single letter elemental symbols are used to represent specific types of atoms unless otherwise defined. The symbol "C" represents a carbon atom.

The symbol "O" represents an oxygen atom. The symbol "N" represents a nitrogen atom. The symbol "P" represents a phosphorus atom. The symbol "S" represents a sulfur atom. The symbol "H" represents a hydrido atom. Double letter elemental symbols are used as defined for the elements of the periodical table (i.e., Cl represents chlorine, Se represents selenium, etc.).

As utilized herein, the term "alkyl", either alone or within other terms such as "haloalkyl" and "alkylthio", means an acyclic alkyl radical containing from 1 to about 10, preferably from 3 to about 8 carbon atoms and more preferably 3 to about 6 carbon atoms. Said alkyl radicals may be optionally substituted with groups as defined below. Examples of such radicals include methyl, ethyl, chloroethyl, hydroxyethyl, n-propyl, oxopropyl, isopropyl, n-butyl, cyanobutyl, isobutyl, sec-butyl, tert-butyl, pentyl, aminopentyl, iso-amyl, hexyl, octyl and the like.

The term "alkenyl" refers to an unsaturated, acyclic hydrocarbon radical in so much as it contains at least one double bond. Such alkenyl radicals contain from about 2 to about 10 carbon atoms, preferably from about 3 to about 8 carbon atoms and more preferably 3 to about 6 carbon atoms. Said alkenyl radicals may be optionally substituted with groups as defined below. Examples of suitable alkenyl radicals include propenyl, 2-chloropropenyl, buten-1-yl, isobutenyl, penten-1-yl, 2-methylbuten-1-yl, 3-methylbuten-1-yl, hexen-1-yl, 3-hydroxyhexen-1-yl, hepten-1-yl, and octen-1-yl, and the like.

The term "alkynyl" refers to an unsaturated, acyclic hydrocarbon radical in so much as it contains one or more triple bonds, such radicals containing about 2 to about 10 carbon atoms, preferably having from about 3 to about 8 carbon atoms and more preferably having 3 to about 6 carbon atoms. Said alkynyl radicals may be optionally substituted with groups as defined below. Examples of suitable alkynyl radicals include ethynyl, propynyl, hydroxypropynyl, butyn-1-yl, butyn-2-yl, pentyn-1-yl, pentyn-2-yl, 4-methoxypentyn-2-yl, 3-methylbutyn-1-yl, hexyn-1-yl, hexyn-2-yl, hexyn-3-yl, 3,3-dimethylbutyn-1-yl radicals and the like.

The term "hydrido" denotes a single hydrogen atom (H). This hydrido radical may be attached, for example, to an oxygen atom to form a "hydroxyl" radical, one hydrido radical may be attached to a carbon atom to form a "methine" radical -CH=, or two hydrido radicals may be attached to a carbon atom to form a "methylene" (-CH<sub>2</sub>-) radical.

The term "carbon" radical denotes a carbon atom without any covalent bonds and capable of forming four covalent bonds.

The term "cyano" radical denotes a carbon radical having three of four covalent bonds shared by a nitrogen atom.

5       The term "hydroxyalkyl" embraces radicals wherein any one or more of the alkyl carbon atoms is substituted with a hydroxyl as defined above. Specifically embraced are monohydroxyalkyl, dihydroxyalkyl and polyhydroxyalkyl radicals.

10       The term "alkanoyl" embraces radicals wherein one or more of the terminal alkyl carbon atoms are substituted with one or more carbonyl radicals as defined below. Specifically embraced are monocarbonylalkyl and dicarbonylalkyl radicals. Examples of monocarbonylalkyl radicals include formyl, acetyl, and pentanoyl. Examples of dicarbonylalkyl radicals include oxalyl, malonyl, and succinyl.

15       The term "alkylene" radical denotes linear or branched radicals having from 1 to about 10 carbon atoms and having attachment points for two or more covalent bonds. Examples of such radicals are methylene, ethylene, methylethylene, and isopropylidene.

20       The term "alkenylene" radical denotes linear or branched radicals having from 2 to about 10 carbon atoms, at least one double bond, and having attachment points for two or more covalent bonds. Examples of such radicals are 1,1-vinylidene ( $\text{CH}_2=\text{C}$ ), 1,2-vinylidene ( $-\text{CH}=\text{CH}-$ ), and 1,4-butadienyl ( $-\text{CH}=\text{CH}-\text{CH}=\text{CH}-$ ).

25       The term "halo" means halogens such as fluorine, chlorine, bromine or iodine atoms.

30       The term "haloalkyl" embraces radicals wherein any one or more of the alkyl carbon atoms is substituted with halo as defined above. Specifically embraced are monohaloalkyl, dihaloalkyl and polyhaloalkyl radicals. A monohaloalkyl radical, for one example, may have either a bromo, chloro or a fluoro atom within the radical. Dihalo radicals may have two or more of the same halo atoms or a combination of different halo radicals and polyhaloalkyl radicals may have more than two of the same halo atoms or a combination of different halo radicals. More preferred haloalkyl radicals are "lower haloalkyl" radicals having one to about six carbon atoms. Examples of such haloalkyl  
35 radicals include fluoromethyl, difluoromethyl, trifluoromethyl, chloromethyl,

dichloromethyl, trichloromethyl, trifluoroethyl, pentafluoroethyl, heptafluoropropyl, difluorochloromethyl, dichlorofluoromethyl, difluoroethyl, difluoropropyl, dichloroethyl and dichloropropyl.

5 The term "hydroxyhaloalkyl" embraces radicals wherein any one or more of the haloalkyl carbon atoms is substituted with hydroxy as defined above. Examples of "hydroxyhaloalkyl" radicals include hexafluorohydroxypropyl.

10 The term "haloalkylene radical" denotes alkylene radicals wherein any one or more of the alkylene carbon atoms is substituted with halo as defined above. Dihalo alkylene radicals may have two or more of the same halo atoms or a combination of different halo radicals and polyhaloalkylene radicals may have more than two of the same halo atoms or a combination of different halo radicals. More preferred haloalkylene radicals are "lower haloalkylene" radicals having one to about six carbon atoms. Examples of "haloalkylene" 15 radicals include difluoromethylene, tetrafluoroethylene, tetrachloroethylene, alkyl substituted monofluoromethylene, and aryl substituted trifluoromethylene.

20 The term "haloalkenyl" denotes linear or branched radicals having from 1 to about 10 carbon atoms and having one or more double bonds wherein any one or more of the alkenyl carbon atoms is substituted with halo as defined above. Dihaloalkenyl radicals may have two or more of the same halo atoms or a combination of different halo radicals and polyhaloalkenyl radicals may have more than two of the same halo atoms or a combination of different halo radicals.

25 The terms "alkoxy" and "alkoxyalkyl" embrace linear or branched oxy-containing radicals each having alkyl portions of one to about ten carbon atoms, such as methoxy radical. The term "alkoxyalkyl" also embraces alkyl radicals having one or more alkoxy radicals attached to the alkyl radical, that is, to form monoalkoxyalkyl and dialkoxyalkyl radicals. More preferred alkoxy 30 radicals are "lower alkoxy" radicals having one to six carbon atoms. Examples of such radicals include methoxy, ethoxy, propoxy, butoxy, isopropoxy and *tert*-butoxy alkyls. The "alkoxy" radicals may be further substituted with one or more halo atoms, such as fluoro, chloro or bromo, to provide "haloalkoxy" and "haloalkoxyalkyl" radicals. Examples of such haloalkoxy radicals include 35 fluoromethoxy, chloromethoxy, trifluoromethoxy, difluoromethoxy,

trifluoroethoxy, fluoroethoxy, tetrafluoroethoxy, pentafluoroethoxy, and fluoropropoxy. Examples of such haloalkoxyalkyl radicals include fluoromethoxymethyl, chloromethoxyethyl, trifluoromethoxymethyl, difluoromethoxyethyl, and trifluoroethoxymethyl.

- 5           The terms "alkenyloxy" and "alkenyloxyalkyl" embrace linear or branched oxy-containing radicals each having alkenyl portions of two to about ten carbon atoms, such as ethenyloxy or propenyloxy radical. The term "alkenyloxyalkyl" also embraces alkenyl radicals having one or more alkenyloxy radicals attached to the alkyl radical, that is, to form
- 10   monoalkenyloxyalkyl and dialkenyloxyalkyl radicals. More preferred alkenyloxy radicals are "lower alkenyloxy" radicals having two to six carbon atoms. Examples of such radicals include ethenyloxy, propenyloxy, butenyloxy, and isopropenyloxy alkyls. The "alkenyloxy" radicals may be further substituted with one or more halo atoms, such as fluoro, chloro or
- 15   bromo, to provide "haloalkenyloxy" radicals. Examples of such radicals include trifluoroethenyloxy, fluoroethenyloxy, difluoroethenyloxy, and fluoropropenyloxy.

- The term "haloalkoxyalkyl" also embraces alkyl radicals having one or more haloalkoxy radicals attached to the alkyl radical, that is, to form
- 20   monohaloalkoxyalkyl and dihaloalkoxyalkyl radicals. The term "haloalkenyloxy" also embraces oxygen radicals having one or more haloalkenyloxy radicals attached to the oxygen radical, that is, to form monohaloalkenyloxy and dihaloalkenyloxy radicals. The term "haloalkenyloxyalkyl" also embraces alkyl radicals having one or more
- 25   haloalkenyloxy radicals attached to the alkyl radical, that is, to form monohaloalkenyloxyalkyl and dihaloalkenyloxyalkyl radicals.

- The term "alkylenedioxy" radicals denotes alkylene radicals having at least two oxygens bonded to a single alkylene group. Examples of "alkylenedioxy" radicals include methylenedioxy, ethylenedioxy,
- 30   alkylsubstituted methylenedioxy, and arylsubstituted methylenedioxy. The term "haloalkylenedioxy" radicals denotes haloalkylene radicals having at least two oxy groups bonded to a single haloalkyl group. Examples of "haloalkylenedioxy" radicals include difluoromethylenedioxy, tetrafluoroethylenedioxy, tetrachloroethylenedioxy, alkylsubstituted
- 35   monofluoromethylenedioxy, and arylsubstituted monofluoromethylenedioxy.

The term "aryl", alone or in combination, means a carbocyclic aromatic system containing one, two or three rings wherein such rings may be attached together in a pendant manner or may be fused. The term "fused" means that a second ring is present (ie, attached or formed) by having two adjacent atoms in common (ie, shared) with the first ring. The term "fused" is equivalent to the term "condensed". The term "aryl" embraces aromatic radicals such as phenyl, naphthyl, tetrahydronaphthyl, indane and biphenyl.

The term "perhaloaryl" embraces aromatic radicals such as phenyl, naphthyl, tetrahydronaphthyl, indane and biphenyl wherein the aryl radical is substituted with 3 or more halo radicals as defined below.

The term "heterocyclyl" embraces saturated and partially saturated heteroatom-containing ring-shaped radicals having from 4 through 15 ring members, herein referred to as "C4-C15 heterocyclyl" selected from carbon, nitrogen, sulfur and oxygen, wherein at least one ring atom is a heteroatom. Heterocyclyl radicals may contain one, two or three rings wherein such rings may be attached in a pendant manner or may be fused. Examples of saturated heterocyclic radicals include saturated 3 to 6-membered heteromonocyclic group containing 1 to 4 nitrogen atoms [e.g. pyrrolidinyl, imidazolidinyl, piperidino, piperazinyl, etc.]; saturated 3 to 6-membered heteromonocyclic group containing 1 to 2 oxygen atoms and 1 to 3 nitrogen atoms [e.g. morpholinyl, etc.]; saturated 3 to 6-membered heteromonocyclic group containing 1 to 2 sulfur atoms and 1 to 3 nitrogen atoms [e.g., thiazolidinyl, etc.]. Examples of partially saturated heterocyclyl radicals include dihydrothiophene, dihydropyran, dihydrofuran and dihydrothiazole. Non-limiting examples of heterocyclic radicals include 2-pyrrolinyl, 3-pyrrolinyl, pyrrolindinyl, 1,3-dioxolanyl, 2H-pyranyl, 4H-pyranyl, piperidinyl, 1,4-dioxanyl, morpholinyl, 1,4-dithianyl, thiomorpholinyl, and the like.

The term "heteroaryl" embraces fully unsaturated heteroatom-containing ring-shaped aromatic radicals having from 5 through 15 ring members selected from carbon, nitrogen, sulfur and oxygen, wherein at least one ring atom is a heteroatom. Heteroaryl radicals may contain one, two or three rings wherein such rings may be attached in a pendant manner or may be fused. Examples of "heteroaryl" radicals, include unsaturated 5 to 6 membered heteromonocyclyl group containing 1 to 4 nitrogen atoms, for example, pyrrolyl, pyrrolinyl, imidazolyl, pyrazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, pyrimidyl, pyrazinyl,

pyridazinyl, triazolyl [e.g., 4H-1,2,4-triazolyl, 1H-1,2,3-triazolyl, 2H-1,2,3-triazolyl, etc.] tetrazolyl [e.g. 1H-tetrazolyl, 2H-tetrazolyl, etc.], etc.; unsaturated condensed heterocyclic group containing 1 to 5 nitrogen atoms, for example, indolyl, isoindolyl, indoliziny, benzimidazolyl, quinolyl, isoquinolyl, indazolyl, benzotriazolyl, tetrazolopyridazinyl [e.g., tetrazolo [1,5-b]pyridazinyl, etc.], etc.; unsaturated 3 to 6-membered heteromonocyclic group containing an oxygen atom, for example, pyranyl, 2-furyl, 3-furyl, etc.; unsaturated 5 to 6-membered heteromonocyclic group containing a sulfur atom, for example, 2-thienyl, 3-thienyl, etc.; unsaturated 5- to 6-membered heteromonocyclic group containing 1 to 2 oxygen atoms and 1 to 3 nitrogen atoms, for example, oxazolyl, isoxazolyl, oxadiazolyl [e.g., 1,2,4-oxadiazolyl, 1,3,4-oxadiazolyl, 1,2,5-oxadiazolyl, etc.] etc.; unsaturated condensed heterocyclic group containing 1 to 2 oxygen atoms and 1 to 3 nitrogen atoms [e.g. benzoxazolyl, benzoxadiazolyl, etc.]; unsaturated 5 to 6-membered heteromonocyclic group containing 1 to 2 sulfur atoms and 1 to 3 nitrogen atoms, for example, thiazolyl, thiadiazolyl [e.g., 1,2,4-thiadiazolyl, 1,3,4-thiadiazolyl, 1,2,5-thiadiazolyl, etc.] etc.; unsaturated condensed heterocyclic group containing 1 to 2 sulfur atoms and 1 to 3 nitrogen atoms [e.g., benzothiazolyl, benzothiadiazolyl, etc.] and the like. The term also embraces radicals where heterocyclic radicals are fused with aryl radicals. Examples of such fused bicyclic radicals include benzofuran, benzothiophene, and the like. Said "heterocyclyl" group may have 1 to 3 substituents as defined below. Preferred heterocyclic radicals include five to twelve membered fused or unfused radicals. Non-limiting examples of heteroaryl radicals include pyrrolyl, pyridinyl, pyridyloxy, pyrazolyl, triazolyl, pyrimidinyl, pyridazinyl, oxazolyl, thiazolyl, imidazolyl, indolyl, thiophenyl, furanyl, tetrazolyl, 2-imidazoliny, imidazolidiny, 2-pyrazoliny, pyrazolidiny, isoxazolyl, isothiazolyl, 1,2,3-oxadiazolyl, 1,2,3-triazolyl, 1,3,4-thiadiazolyl, pyrazinyl, piperazinyl, 1,3,5-triazinyl, 1,3,5-trithianyl, benzo(b)thiophenyl, benzimidazolyl, quinoliny, tetraazolyl, and the like.

The term "sulfonyl", whether used alone or linked to other terms such as alkylsulfonyl, denotes respectively divalent radicals  $\text{-SO}_2\text{-}$ . "Alkylsulfonyl", embraces alkyl radicals attached to a sulfonyl radical, where alkyl is defined as above. "Alkylsulfonylalkyl", embraces alkylsulfonyl radicals attached to an alkyl radical, where alkyl is defined as above. "Haloalkylsulfonyl", embraces



haloalkyl radicals attached to a sulfonyl radical, where haloalkyl is defined as above. "Haloalkylsulfonylalkyl", embraces haloalkylsulfonyl radicals attached to an alkyl radical, where alkyl is defined as above. The term "aminosulfonyl" denotes an amino radical attached to a sulfonyl radical.

5           The term "sulfinyl", whether used alone or linked to other terms such as alkylsulfinyl, denotes respectively divalent radicals -S(O)-. "Alkylsulfinyl", embraces alkyl radicals attached to a sulfinyl radical, where alkyl is defined as above. "Alkylsulfinylalkyl", embraces alkylsulfinyl radicals attached to an alkyl radical, where alkyl is defined as above. "Haloalkylsulfinyl", embraces  
10 haloalkyl radicals attached to a sulfinyl radical, where haloalkyl is defined as above. "Haloalkylsulfinylalkyl", embraces haloalkylsulfinyl radicals attached to an alkyl radical, where alkyl is defined as above.

          The term "aralkyl" embraces aryl-substituted alkyl radicals. Preferable aralkyl radicals are "lower aralkyl" radicals having aryl radicals attached to  
15 alkyl radicals having one to six carbon atoms. Examples of such radicals include benzyl, diphenylmethyl, triphenylmethyl, phenylethyl and diphenylethyl. The terms benzyl and phenylmethyl are interchangeable.

          The term "heteroaralkyl" embraces heteroaryl-substituted alkyl radicals wherein the heteroaralkyl radical may be additionally substituted with three or  
20 more substituents as defined above for aralkyl radicals. The term "perhaloaralkyl" embraces aryl-substituted alkyl radicals wherein the aralkyl radical is substituted with three or more halo radicals as defined above.

          The term "aralkylsulfinyl", embraces aralkyl radicals attached to a sulfinyl radical, where aralkyl is defined as above. "Aralkylsulfinylalkyl",  
25 embraces aralkylsulfinyl radicals attached to an alkyl radical, where alkyl is defined as above.

          The term "aralkylsulfonyl", embraces aralkyl radicals attached to a sulfonyl radical, where aralkyl is defined as above. "Aralkylsulfonylalkyl",  
30 embraces aralkylsulfonyl radicals attached to an alkyl radical, where alkyl is defined as above.

          The term "cycloalkyl" embraces radicals having three to 15 carbon atoms. More preferred cycloalkyl radicals are "lower cycloalkyl" radicals having three to seven carbon atoms. Examples include radicals such as cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl and cycloheptyl. The term  
35 cycloalkyl embraces radicals having seven to 15 carbon atoms and having two

to four rings. Examples include radicals such as norbornyl (i.e., bicyclo[2.2.1]heptyl) and adamantyl. The term "cycloalkylalkyl" embraces cycloalkyl-substituted alkyl radicals. Preferable cycloalkylalkyl radicals are "lower cycloalkylalkyl" radicals having cycloalkyl radicals attached to alkyl radicals having one to six carbon atoms. Examples of such radicals include cyclohexylhexyl. The term "cycloalkenyl" embraces radicals having three to ten carbon atoms and one or more carbon-carbon double bonds. Preferred cycloalkenyl radicals are "lower cycloalkenyl" radicals having three to seven carbon atoms. Examples include radicals such as cyclobutenyl, cyclopentenyl, cyclohexenyl and cycloheptenyl. The term "halocycloalkyl" embraces radicals wherein any one or more of the cycloalkyl carbon atoms is substituted with halo as defined above. Specifically embraced are monohalocycloalkyl, dihalocycloalkyl and polyhalocycloalkyl radicals. A monohalocycloalkyl radical, for one example, may have either a bromo, chloro or a fluoro atom within the radical. Dihalo radicals may have two or more of the same halo atoms or a combination of different halo radicals and polyhalocycloalkyl radicals may have more than two of the same halo atoms or a combination of different halo radicals. More preferred halocycloalkyl radicals are "lower halocycloalkyl" radicals having three to about eight carbon atoms. Examples of such halocycloalkyl radicals include fluorocyclopropyl, difluorocyclobutyl, trifluorocyclopentyl, tetrafluorocyclohexyl, and dichlorocyclopropyl. The term "halocycloalkenyl" embraces radicals wherein any one or more of the cycloalkenyl carbon atoms is substituted with halo as defined above. Specifically embraced are monohalocycloalkenyl, dihalocycloalkenyl and polyhalocycloalkenyl radicals.

The term "cycloalkoxy" embraces cycloalkyl radicals attached to an oxy radical. Examples of such radicals includes cyclohexoxy and cyclopentoxy. The term "cycloalkoxyalkyl" also embraces alkyl radicals having one or more cycloalkoxy radicals attached to the alkyl radical, that is, to form monocycloalkoxyalkyl and dicycloalkoxyalkyl radicals. Examples of such radicals include cyclohexoxyethyl. The "cycloalkoxy" radicals may be further substituted with one or more halo atoms, such as fluoro, chloro or bromo, to provide "halocycloalkoxy" and "halocycloalkoxyalkyl" radicals.

The term "cycloalkylalkoxy" embraces cycloalkyl radicals attached to an alkoxy radical. Examples of such radicals includes cyclohexylmethoxy and cyclopentylmethoxy.

5 The term "cycloalkenyloxy" embraces cycloalkenyl radicals attached to an oxy radical. Examples of such radicals includes cyclohexenyloxy and cyclopentenylloxy. The term "cycloalkenyloxyalkyl" also embraces alkyl radicals having one or more cycloalkenyloxy radicals attached to the alkyl radical, that is, to form monocycloalkenyloxyalkyl and dicyclocycloalkenyloxyalkyl radicals. Examples of such radicals include cyclohexenyloxyethyl. The  
10 "cycloalkenyloxy" radicals may be further substituted with one or more halo atoms, such as fluoro, chloro or bromo, to provide "halocycloalkenyloxy" and "halocycloalkenyloxyalkyl" radicals.

The term "cycloalkylenedioxy" radicals denotes cycloalkylene radicals having at least two oxygens bonded to a single cycloalkylene group. Examples  
15 of "alkylenedioxy" radicals include 1,2-dioxycyclohexylene.

The term "cycloalkylsulfinyl", embraces cycloalkyl radicals attached to a sulfinyl radical, where cycloalkyl is defined as above. "Cycloalkylsulfinylalkyl", embraces cycloalkylsulfinyl radicals attached to an alkyl radical, where alkyl is defined as above. The term "Cycloalkylsulfonyl",  
20 embraces cycloalkyl radicals attached to a sulfonyl radical, where cycloalkyl is defined as above. "Cycloalkylsulfonylalkyl", embraces cycloalkylsulfonyl radicals attached to an alkyl radical, where alkyl is defined as above.

The term "cycloalkylalkanoyl" embraces radicals wherein one or more of the cycloalkyl carbon atoms are substituted with one or more carbonyl  
25 radicals as defined below. Specifically embraced are monocarbonylcycloalkyl and dicarbonylcycloalkyl radicals. Examples of monocarbonylcycloalkyl radicals include cyclohexylcarbonyl, cyclohexylacetyl, and cyclopentylcarbonyl. Examples of dicarbonylcycloalkyl radicals include 1,2-dicarbonylcyclohexane.

30 The term "alkylthio" embraces radicals containing a linear or branched alkyl radical, of one to ten carbon atoms, attached to a divalent sulfur atom. More preferred alkylthio radicals are "lower alkylthio" radicals having one to six carbon atoms. An example of "lower alkylthio" is methylthio ( $\text{CH}_3\text{-S-}$ ). The "alkylthio" radicals may be further substituted with one or more halo  
35 atoms, such as fluoro, chloro or bromo, to provide "haloalkylthio" radicals.

Examples of such radicals include fluoromethylthio, chloromethylthio, trifluoromethylthio, difluoromethylthio, trifluoroethylthio, fluoroethylthio, tetrafluoroethylthio, pentafluoroethylthio, and fluoropropylthio.

5 The term "alkyl aryl amino" embraces radicals containing a linear or branched alkyl radical, of one to ten carbon atoms, and one aryl radical both attached to an amino radical. Examples include N-methyl-4-methoxyaniline, N-ethyl-4-methoxyaniline, and N-methyl-4-trifluoromethoxyaniline.

The terms alkylamino denotes "monoalkylamino" and "dialkylamino" containing one or two alkyl radicals, respectively, attached to an amino radical.

10 The terms arylamino denotes "monoarylamino" and "diarylamino" containing one or two aryl radicals, respectively, attached to an amino radical. Examples of such radicals include N-phenylamino and N-naphthylamino.

The term "aralkylamino", embraces aralkyl radicals attached to an amino radical, where aralkyl is defined as above. The term aralkylamino  
15 denotes "monoaralkylamino" and "diaralkylamino" containing one or two aralkyl radicals, respectively, attached to an amino radical. The term aralkylamino further denotes "monoaralkyl monoalkylamino" containing one aralkyl radical and one alkyl radical attached to an amino radical.

The term "arylsulfinyl" embraces radicals containing an aryl radical, as  
20 defined above, attached to a divalent S(O) atom. The term "arylsulfinylalkyl" denotes arylsulfinyl radicals attached to a linear or branched alkyl radical, of one to ten carbon atoms.

The term "arylsulfonyl", embraces aryl radicals attached to a sulfonyl radical, where aryl is defined as above. "arylsulfonylalkyl", embraces  
25 arylsulfonyl radicals attached to an alkyl radical, where alkyl is defined as above. The term "heteroarylsulfinyl" embraces radicals containing an heteroaryl radical, as defined above, attached to a divalent S(O) atom. The term "heteroarylsulfinylalkyl" denotes heteroarylsulfinyl radicals attached to a linear or branched alkyl radical, of one to ten carbon atoms. The term  
30 "Heteroarylsulfonyl", embraces heteroaryl radicals attached to a sulfonyl radical, where heteroaryl is defined as above. "Heteroarylsulfonylalkyl", embraces heteroarylsulfonyl radicals attached to an alkyl radical, where alkyl is defined as above.

The term "aryloxy" embraces aryl radicals, as defined above, attached  
35 to an oxygen atom. Examples of such radicals include phenoxy, 4-chloro-3-

ethylphenoxy, 4-chloro-3-methylphenoxy, 3-chloro-4-ethylphenoxy, 3,4-dichlorophenoxy, 4-methylphenoxy, 3-trifluoromethoxyphenoxy, 3-trifluoromethylphenoxy, 4-fluorophenoxy, 3,4-dimethylphenoxy, 5-bromo-2-fluorophenoxy, 4-bromo-3-fluorophenoxy, 4-fluoro-3-methylphenoxy,  
 5 5,6,7,8-tetrahydronaphthyl, 3-isopropylphenoxy, 3-cyclopropylphenoxy, 3-ethylphenoxy, 3-pentafluoroethylphenoxy, 3-(1,1,2,2-tetrafluoroethoxy)-phenoxy, and 4-*tert*-butylphenoxy.

The term "aroyl" embraces aryl radicals, as defined above, attached to an carbonyl radical as defined above. Examples of such radicals include  
 10 benzoyl and toluoyl.

The term "aralkanoyl" embraces aralkyl radicals, as defined herein, attached to an carbonyl radical as defined above. Examples of such radicals include, for example, phenylacetyl.

The term "aralkoxy" embraces oxy-containing aralkyl radicals attached  
 15 through an oxygen atom to other radicals. More preferred aralkoxy radicals are "lower aralkoxy" radicals having phenyl radicals attached to lower alkoxy radical as described above. Examples of such radicals include benzyloxy, 1-phenylethoxy, 3-trifluoromethoxybenzyloxy, 3-trifluoromethylbenzyloxy, 3,5-difluorobenzyloxy, 3-bromobenzyloxy, 4-propylbenzyloxy, 2-fluoro-3-  
 20 trifluoromethylbenzyloxy, and 2-phenylethoxy.

The term "aryloxyalkyl" embraces aryloxy radicals, as defined above, attached to an alkyl group. Examples of such radicals include phenoxymethyl.

The term "haloaryloxyalkyl" embraces aryloxyalkyl radicals, as defined above, wherein one to five halo radicals are attached to an aryloxy group.

25 The term "heteroaroyl" embraces heteroaryl radicals, as defined above, attached to an carbonyl radical as defined above. Examples of such radicals include furoyl and nicotinyl.

The term "heteroaralkanoyl" embraces heteroaralkyl radicals, as defined herein, attached to an carbonyl radical as defined above. Examples of such  
 30 radicals include, for example, pyridylacetyl and furylbutyryl.

The term "heteroaralkoxy" embraces oxy-containing heteroaralkyl radicals attached through an oxygen atom to other radicals. More preferred heteroaralkoxy radicals are "lower heteroaralkoxy" radicals having heteroaryl radicals attached to lower alkoxy radical as described above.

The term "haloheteroaryloxyalkyl" embraces heteroaryloxyalkyl radicals, as defined above, wherein one to four halo radicals are attached to an heteroaryloxy group.

5 The term "heteroarylamino" embraces heterocyclyl radicals, as defined above, attached to an amino group. Examples of such radicals include pyridylamino.

The term "heteroarylaminomethyl" embraces heteroarylaminomethyl radicals, as defined above, attached to an alkyl group. Examples of such radicals include pyridylmethyldiamino.

10 The term "heteroaryloxy" embraces heterocyclyl radicals, as defined above, attached to an oxy group. Examples of such radicals include 2-thiophenyloxy, 2-pyrimidyloxy, 2-pyridyloxy, 3-pyridyloxy, and 4-pyridyloxy.

15 The term "heteroaryloxyalkyl" embraces heteroaryloxy radicals, as defined above, attached to an alkyl group. Examples of such radicals include 2-pyridyloxymethyl, 3-pyridyloxyethyl, and 4-pyridyloxymethyl.

The term "arylthio" embraces aryl radicals, as defined above, attached to an sulfur atom. Examples of such radicals include phenylthio.

20 The term "arylthioalkyl" embraces arylthio radicals, as defined above, attached to an alkyl group. Examples of such radicals include phenylthiomethyl.

The term "alkylthioalkyl" embraces alkylthio radicals, as defined above, attached to an alkyl group. Examples of such radicals include methylthiomethyl. The term "alkoxyalkyl" embraces alkoxy radicals, as defined  
25 above, attached to an alkyl group. Examples of such radicals include methoxymethyl.

The term "carbonyl" denotes a carbon radical having two of the four covalent bonds shared with an oxygen atom. The term "carboxy" embraces a hydroxyl radical, as defined above, attached to one of two unshared bonds in a  
30 carbonyl group. The term "carboxamide" embraces amino, monoalkylamino, dialkylamino, monocycloalkylamino, alkylcycloalkylamino, and dicycloalkylamino radicals, attached to one of two unshared bonds in a carbonyl group. The term "carboxamidoalkyl" embraces carboxamide radicals, as defined above, attached to an alkyl group. The term "carboxyalkyl" embraces a carboxy radical, as defined  
35 above, attached to an alkyl group. The term "carboalkoxy" embraces alkoxy

radicals, as defined above, attached to one of two unshared bonds in a carbonyl group. The term "carboaralkoxy" embraces aralkoxy radicals, as defined above, attached to one of two unshared bonds in a carbonyl group. The term "monocarboalkoxyalkyl" embraces one carboalkoxy radical, as defined above, attached to an alkyl group. The term "dicarboalkoxyalkyl" embraces two carboalkoxy radicals, as defined above, attached to an alkylene group. The term "monocyanoalkyl" embraces one cyano radical, as defined above, attached to an alkyl group. The term "dicyanoalkylene" embraces two cyano radicals, as defined above, attached to an alkyl group. The term "carboalkoxycyanoalkyl" embraces one cyano radical, as defined above, attached to an carboalkoxyalkyl group.

The term "acyl", alone or in combination, means a carbonyl or thionocarbonyl group bonded to a radical selected from, for example, hydrido, alkyl, alkenyl, alkynyl, haloalkyl, alkoxy, alkoxyalkyl, haloalkoxy, aryl, heterocyclyl, heteroaryl, alkylsulfinylalkyl, alkylsulfonylalkyl, aralkyl, cycloalkyl, cycloalkylalkyl, cycloalkenyl, alkylthio, arylthio, amino, alkylamino, dialkylamino, aralkoxy, arylthio, and alkylthioalkyl. Examples of "acyl" are formyl, acetyl, benzoyl, trifluoroacetyl, phthaloyl, malonyl, nicotinyl, and the like. The term "haloalkanoyl" embraces one or more halo radicals, as defined herein, attached to an alkanoyl radical as defined above. Examples of such radicals include, for example, chloroacetyl, trifluoroacetyl, bromopropanoyl, and heptafluorobutanoyl.

The term "phosphono" embraces a pentavalent phosphorus attached with two covalent bonds to an oxygen radical. The term "dialkoxyphosphono" denotes two alkoxy radicals, as defined above, attached to a phosphono radical with two covalent bonds. The term "diaralkoxyphosphono" denotes two aralkoxy radicals, as defined above, attached to a phosphono radical with two covalent bonds. The term "dialkoxyphosphonoalkyl" denotes dialkoxyphosphono radicals, as defined above, attached to an alkyl radical. The term "diaralkoxyphosphonoalkyl" denotes diaralkoxyphosphono radicals, as defined above, attached to an alkyl radical.

The term "amino" denotes a nitrogen atom containing two substituents such as hydrido, hydroxy or alkyl and having one covalent bond available for bonding to a single atom such as carbon. Examples of such amino radicals include, for example,  $\text{-NH}_2$ ,  $\text{-NHCH}_3$ ,  $\text{-NHOH}$ , and  $\text{-NHOCH}_3$ . The term "imino" denotes a nitrogen atom containing one substituent such as hydrido, hydroxy or alkyl and having two covalent bonds available for bonding to a single atom such as carbon.

Examples of such imino radicals include, for example,  $=\text{NH}$ ,  $=\text{NCH}_3$ ,  $=\text{NOH}$ , and  $=\text{NOCH}_3$ . The term “imino carbonyl” denotes a carbon radical having two of the four covalent bond sites shared with an imino group. Examples of such imino carbonyl radicals include, for example,  $\text{C}=\text{NH}$ ,  $\text{C}=\text{NCH}_3$ ,  $\text{C}=\text{NOH}$ , and

- 5  $\text{C}=\text{NOCH}_3$ . The term “amidino” embraces a substituted or unsubstituted amino group bonded to one of two available bonds of an iminocarbonyl radical. Examples of such amidino radicals include, for example,  $\text{NH}_2\text{-C}=\text{NH}$ ,  $\text{NH}_2\text{-C}=\text{NCH}_3$ ,  $\text{NH}_2\text{-C}=\text{NOCH}_3$  and  $\text{CH}_3\text{NH-C}=\text{NOH}$ . The term “guanidino” denotes an amidino group bonded to an amino group as defined above where said amino group can be bonded to a third group. Examples of such guanidino radicals
- 10 include, for example,  $\text{NH}_2\text{-C}(\text{NH})\text{-NH-}$ ,  $\text{NH}_2\text{-C}(\text{NCH}_3)\text{-NH-}$ ,  $\text{NH}_2\text{-C}(\text{NOCH}_3)\text{-NH-}$ , and  $\text{CH}_3\text{NH-C}(\text{NOH})\text{-NH-}$ .

- The term “sulfonium” denotes a positively charged trivalent sulfur atom where said sulfur is substituted with three carbon based groups such as alkyl, alkenyl, aralkyl, or aryl. The term “dialkyl sulfonium” denotes a sulfonium group
- 15 where said sulfur is substituted with two alkyl groups. Examples of such dialkylsulfonium radicals include, for example,  $(\text{CH}_3)_2\text{S}^+$ . The term “dialkyl sulfonium alkyl” denotes a dialkyl sulfonium group where said group is bonded to one bond of an alkylene group as defined above. Examples of such
- 20 dialkylsulfoniumalkyl radicals include  $(\text{CH}_3)_2\text{S}^+\text{-CH}_2\text{CH}_2\text{-}$ .

- The term “phosphonium” denotes a positively charged tetravalent phosphorus atom where said phosphorus is substituted with four carbon based groups such as alkyl, alkenyl, aralkyl, or aryl. The term “trialkyl phosphonium” denotes a phosphonium group where said phosphorus is substituted with three
- 25 alkyl groups. Examples of such trialkylphosphonium radicals include, for example,  $(\text{CH}_3)_3\text{P}^+$ .

Said “alkyl”, “alkenyl”, “alkynyl”, “alkanoyl”, “alkylene”, “alkenylene”, “hydroxyalkyl”, “haloalkyl”, “haloalkylene”, “haloalkenyl”, “alkoxy”, “alkenyloxy”, “alkenyloxyalkyl”, “alkoxyalkyl”, “aryl”, “perhaloaryl”,



- “haloalkoxy”, “haloalkoxyalkyl”, “haloalkenyloxy”, “haloalkenyloxyalkyl”,  
 “alkylenedioxy”, “haloalkylenedioxy”, “heterocyclyl”, “heteroaryl”,  
 “hydroxyhaloalkyl”, “alkylsulfonyl”, “haloalkylsulfonyl”, “alkylsulfonylalkyl”,  
 “haloalkylsulfonylalkyl”, “alkylsulfinyl”, “alkylsulfinylalkyl”,  
 5 “haloalkylsulfinylalkyl”, “aralkyl”, “heteroaralkyl”, “perhaloaralkyl”,  
 “aralkylsulfonyl”, “aralkylsulfonylalkyl”, “aralkylsulfinyl”, “aralkylsulfinylalkyl”,  
 “cycloalkyl”, “cycloalkylalkanoyl”, “cycloalkylalkyl”, “cycloalkenyl”,  
 “halocycloalkyl”, “halocycloalkenyl”, “cycloalkylsulfinyl”,  
 “cycloalkylsulfinylalkyl”, “cycloalkylsulfonyl”, “cycloalkylsulfonylalkyl”,  
 10 “cycloalkoxy”, “cycloalkoxyalkyl”, “cycloalkylalkoxy”, “cycloalkenyloxy”,  
 “cycloalkenyloxyalkyl”, “cycloalkylenedioxy”, “halocycloalkoxy”,  
 “halocycloalkoxyalkyl”, “halocycloalkenyloxy”, “halocycloalkenyloxyalkyl”,  
 “alkylthio”, “haloalkylthio”, “alkylsulfinyl”, “amino”, “oxy”, “thio”, “alkylamino”,  
 “arylamino”, “aralkylamino”, “arylsulfinyl”, “arylsulfinylalkyl”, “arylsulfonyl”,  
 15 “arylsulfonylalkyl”, “heteroarylsulfinyl”, “heteroarylsulfinylalkyl”,  
 “heteroarylsulfonyl”, “heteroarylsulfonylalkyl”, “heteroarylamino”,  
 “heteroarylaminoalkyl”, “heteroaryloxy”, “heteroaryloxyalkyl”, “aryloxy”,  
 “aroyl”, “aralkanoyl”, “aralkoxy”, “aryloxyalkyl”, “haloaryloxyalkyl”,  
 “heteroaroyl”, “heteroaralkanoyl”, “heteroaralkoxy”, “heteroaralkoxyalkyl”,  
 20 “arylthio”, “arylthioalkyl”, “alkoxyalkyl”, “acyl”, “amidino”, “guanidino”,  
 “dialkylsulfonium”, “trialkylphosphonium”, and “dialkylsulfoniumalkyl” groups  
 defined above may optionally have 1 or more non-hydrido substituents such as  
 amidino, guanidino, dialkylsulfonium, trialkylphosphonium,  
 dialkylsulfoniumalkyl, perhaloaralkyl, aralkylsulfonyl, aralkylsulfonylalkyl,  
 25 aralkylsulfinyl, aralkylsulfinylalkyl, halocycloalkyl, halocycloalkenyl,  
 cycloalkylsulfinyl, cycloalkylsulfinylalkyl, cycloalkylsulfonyl,  
 cycloalkylsulfonylalkyl, heteroarylamino, N-heteroarylamino-N-alkylamino,  
 heteroarylaminoalkyl, heteroaryloxy, heteroaryloxyalkyl, haloalkylthio,  
 alkanoyloxy, alkoxy, alkoxyalkyl, haloalkoxyalkyl, heteroaralkoxy, cycloalkoxy,  
 30 cycloalkenyloxy, cycloalkoxyalkyl, cycloalkylalkoxy, cycloalkenyloxyalkyl,  
 cycloalkylenedioxy, halocycloalkoxy, halocycloalkoxyalkyl, halocycloalkenyloxy,  
 halocycloalkenyloxyalkyl, hydroxy, amino, thio, nitro, lower alkylamino,  
 alkylthio, alkylthioalkyl, arylamino, aralkylamino, arylthio, arylthioalkyl,  
 heteroaralkoxyalkyl, alkylsulfinyl, alkylsulfinylalkyl, arylsulfinylalkyl,  
 35 arylsulfonylalkyl, heteroarylsulfinylalkyl, heteroarylsulfonylalkyl, alkylsulfonyl,

- alkylsulfonylalkyl, haloalkylsulfinylalkyl, haloalkylsulfonylalkyl, alkylsulfonamido, alkylaminosulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, monoarylamidosulfonyl, arylsulfonamido, diarylamidosulfonyl, monoalkyl monoaryl amidosulfonyl, arylsulfinyl,
- 5 arylsulfonyl, heteroarylthio, heteroarylsulfinyl, heteroarylsulfonyl, alkanoyl, alkenoyl, aroyl, heteroaroyl, aralkanoyl, heteroaralkanoyl, haloalkanoyl, alkyl, alkenyl, alkynyl, alkenyloxy, alkenyloxyalkyl, alkylenedioxy, haloalkylenedioxy, cycloalkyl, cycloalkylalkanoyl, cycloalkenyl, lower cycloalkylalkyl, lower
- 10 cycloalkenylalkyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyhaloalkyl, hydroxyaralkyl, hydroxyalkyl, aminoalkyl, hydroxyheteroaralkyl, haloalkoxyalkyl, aryl, aralkyl, aryloxy, aralkoxy, aryloxyalkyl, saturated heterocyclyl, partially saturated heterocyclyl, heteroaryl, heteroaryloxy, heteroaryloxyalkyl, arylalkyl, heteroarylalkyl, arylalkenyl, heteroarylalkenyl, carboxyalkyl, carboalkoxy, alkoxycarbonyl, carboaralkoxy, carboxamido, carboxamidoalkyl, cyano,
- 15 carbohaloalkoxy, phosphono, phosphonoalkyl, diaralkoxyphosphono, and diaralkoxyphosphonoalkyl.

The term "spacer" can include a covalent bond and a linear moiety having a backbone of 1 to 7 contiguous atoms. The spacer may have 1 to 7 atoms of a univalent or multi-valent chain. Univalent chains may be constituted

- 20 by a radical selected from  $=C(H)-$ ,  $=C(R^{2a})-$ ,  $-O-$ ,  $-S-$ ,  $-S(O)-$ ,  $-S(O)_2-$ ,  $-NH-$ ,  $-N(R^{2a})-$ ,  $-N=$ ,  $-CH(OH)-$ ,  $=C(OH)-$ ,  $-CH(OR^{2a})-$ ,  $=C(OR^{2a})-$ , and  $-C(O)-$  wherein  $R^{2a}$  is selected from alkyl, alkenyl, alkynyl, aryl, heteroaryl, aralkyl, aryloxyalkyl, alkoxyalkyl, alkylthioalkyl, arylthioalkyl, cycloalkyl, cycloalkylalkyl, haloalkyl, haloalkenyl, haloalkoxyalkyl, perhaloaralkyl,
- 25 heteroarylalkyl, heteroaryloxyalkyl, heteroarylthioalkyl, and heteroarylalkenyl. Multi-valent chains may consist of a straight chain of 1 or 2 or 3 or 4 or 5 or 6 or 7 atoms or a straight chain of 1 or 2 or 3 or 4 or 5 or 6 atoms with a side chain. The chain may be constituted of one or more radicals selected from:
- lower alkylene, lower alkenyl,  $-O-$ ,  $-O-CH_2-$ ,  $-S-CH_2-$ ,  $-CH_2CH_2-$ , ethenyl,
- 30  $-CH=CH(OH)-$ ,  $-OCH_2O-$ ,  $-O(CH_2)_2O-$ ,  $-NHCH_2-$ ,  $-OCH(R^{2a})O-$ ,  $-O(CH_2CHR^{2a})O-$ ,  $-OCF_2O-$ ,  $-O(CF_2)_2O-$ ,  $-S-$ ,  $-S(O)-$ ,  $-S(O)_2-$ ,  $-N(H)-$ ,

-N(H)O-, -N(R<sup>2a</sup>)O-, -N(R<sup>2a</sup>)-, -C(O)-, -C(O)NH-, -C(O)NR<sup>2a</sup>-, -N=,  
 -OCH<sub>2</sub>-, -SCH<sub>2</sub>-, S(O)CH<sub>2</sub>-, -CH<sub>2</sub>C(O)-, -CH(OH)-, =C(OH)-, -CH(OR<sup>2a</sup>)-,  
 =C(OR<sup>2a</sup>)-, S(O)<sub>2</sub>CH<sub>2</sub>-, and -NR<sup>2a</sup>CH<sub>2</sub>- and many other radicals defined above

- or generally known or ascertained by one of skill-in-the art. Side chains may
- 5 include substituents such as 1 or more non-hydrido substituents such as amidino, guanidino, dialkylsulfonium, trialkylphosphonium, dialkylsulfoniumalkyl, perhaloaralkyl, aralkylsulfonyl, aralkylsulfonylalkyl, aralkylsulfinyl, aralkylsulfinylalkyl, halocycloalkyl, halocycloalkenyl, cycloalkylsulfinyl, cycloalkylsulfinylalkyl, cycloalkylsulfonyl, cycloalkylsulfonylalkyl,
  - 10 heteroaryl amino, N-heteroaryl amino-N-alkyl amino, heteroaryl aminoalkyl, heteroaryl oxy, heteroaryl oxyalkyl, haloalkylthio, alkanoyloxy, alkoxy, alkoxyalkyl, haloalkoxyalkyl, heteroaralkoxy, cycloalkoxy, cycloalkenyloxy, cycloalkoxyalkyl, cycloalkylalkoxy, cycloalkenyloxyalkyl, cycloalkylenedioxy, halocycloalkoxy, halocycloalkoxyalkyl, halocycloalkenyloxy,
  - 15 halocycloalkenyloxyalkyl, hydroxy, amino, thio, nitro, lower alkyl amino, alkylthio, alkylthioalkyl, aryl amino, aralkyl amino, arylthio, arylthioalkyl, heteroaralkoxyalkyl, alkylsulfinyl, alkylsulfinylalkyl, arylsulfinylalkyl, arylsulfonylalkyl, heteroaryl sulfinylalkyl, heteroaryl sulfonylalkyl, alkylsulfonyl, alkylsulfonylalkyl, haloalkylsulfinylalkyl, haloalkylsulfonylalkyl,
  - 20 alkylsulfonamido, alkylaminosulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, monoaryl amidosulfonyl, arylsulfonamido, diarylamidosulfonyl, monoalkyl monoaryl amidosulfonyl, arylsulfinyl, arylsulfonyl, heteroarylthio, heteroaryl sulfinyl, heteroaryl sulfonyl, alkanoyl, alkenoyl, aroyl, heteroaroyl, aralkanoyl, heteroaralkanoyl, haloalkanoyl, alkyl,
  - 25 alkenyl, alkynyl, alkenyloxy, alkenyloxyalkyl, alkylenedioxy, haloalkylenedioxy, cycloalkyl, cycloalkenyl, lower cycloalkylalkyl, lower cycloalkenylalkyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyhaloalkyl, hydroxyaralkyl, hydroxyalkyl, aminoalkyl, hydroxyheteroaralkyl, haloalkoxyalkyl, aryl, aralkyl, aryloxy, aralkoxy, aryloxyalkyl, saturated heterocyclyl, partially saturated
  - 30 heterocyclyl, heteroaryl, heteroaryl oxy, heteroaryl oxyalkyl, arylalkyl, heteroarylalkyl, arylalkenyl, heteroarylalkenyl, carboxyalkyl, carboalkoxy, carboaralkoxy, carboxamido, carboxamidoalkyl, cyano, carbohaloalkoxy,

phosphono, phosphonoalkyl, diaralkoxyphosphono, and  
diaralkoxyphosphonoalkyl.

Compounds of the present invention can exist in tautomeric, geometric or stereoisomeric forms. The present invention contemplates all such compounds,  
5 including cis- and trans-geometric isomers, E- and Z-geometric isomers, R- and S-enantiomers, diastereomers, d-isomers, l-isomers, the racemic mixtures thereof and other mixtures thereof, as falling within the scope of the invention. Pharmaceutically acceptable sales of such tautomeric, geometric or stereoisomeric forms are also included within the invention.

10 The terms "cis" and "trans" denote a form of geometric isomerism in which two carbon atoms connected by a double bond will each have a hydrogen atom on the same side of the double bond ("cis") or on opposite sides of the double bond ("trans").

Some of the compounds described contain alkenyl groups, and are  
15 meant to include both cis and trans or "E" and "Z" geometric forms.

Some of the compounds described contain one or more stereocenters and are meant to include R, S, and mixtures of R and S forms for each stereocenter present.

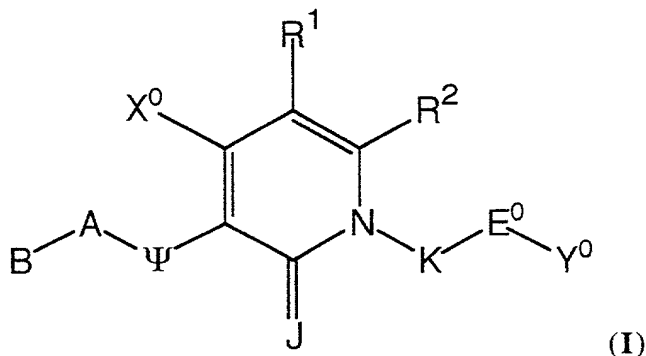
Some of the compounds described herein may contain one or more  
20 ketonic or aldehydic carbonyl groups or combinations thereof alone or as part of a heterocyclic ring system. Such carbonyl groups may exist in part or principally in the "keto" form and in part or principally as one or more "enol" forms of each aldehyde and ketone group present. Compounds of the present invention having aldehydic or ketonic carbonyl groups are meant to include  
25 both "keto" and "enol" tautomeric forms.

Some of the compounds described herein may contain one or more amide carbonyl groups or combinations thereof alone or as part of a heterocyclic ring system. Such carbonyl groups may exist in part or principally in the "keto" form and in part or principally as one or more "enol" forms of  
30 each amide group present. Compounds of the present invention having amidic carbonyl groups are meant to include both "keto" and "enol" tautomeric forms. Said amide carbonyl groups may be both oxo (C=O) and thiono (C=S) in type.

Some of the compounds described herein may contain one or more imine or enamine groups or combinations thereof. Such groups may exist in  
35 part or principally in the "imine" form and in part or principally as one or more

“enamine” forms of each group present. Compounds of the present invention having said imine or enamine groups are meant to include both “imine” and “enamine” tautomeric forms.

- 5 The present invention also comprises a treatment and prophylaxis in anticoagulant therapy for the treatment and prevention of a variety of thrombotic conditions including coronary artery and cerebrovascular disease in a subject, comprising administering to the subject having such disorder a therapeutically-effective amount of a compound of Formula (I):



- 10 or a pharmaceutically-acceptable salt thereof.

As a further embodiment, compounds of the present invention of Formula (I) or a pharmaceutically-acceptable salt thereof as defined above, comprise a treatment and prophylaxis of coronary artery disease, cerebrovascular disease and other coagulation cascade related disorders in a  
 15 subject, comprising administering to the subject having such disorder a therapeutically-effective amount of compounds of formula (I) of the present invention or a pharmaceutically-acceptable salt thereof.

Compounds of the present invention of Formula (I) or a pharmaceutically-acceptable salt thereof can also be used whenever inhibition  
 20 of blood coagulation is required such as to prevent coagulation of stored whole blood and to prevent coagulation in other biological samples for testing or storage. Thus coagulation inhibitors of the present invention can be added to or contacted with stored whole blood and any medium containing or suspected of containing plasma coagulation factors and in which it is desired that blood  
 25 coagulation be inhibited, e.g. when contacting the mammal's blood with material selected from the group consisting of vascular grafts, stents, orthopedic prosthesis, cardiac prosthesis, and extracorporeal circulation systems.

Compounds of Formula (I) are capable of inhibiting activity of serine proteases related to the coagulation cascade, and thus could be used in the manufacture of a medicament, a method for the prophylactic or therapeutic treatment of diseases mediated by coagulation cascade serine proteases, such as

5 inhibiting the formation of blood platelet aggregates, inhibiting the formation of fibrin, inhibiting thrombus formation, and inhibiting embolus formation in a mammal, in blood, in blood products, and in mammalian organs. The compounds also can be used for treating or preventing unstable angina, refractory angina, myocardial infarction, transient ischemic attacks, atrial

10 fibrillation, thrombotic stroke, embolic stroke, deep vein thrombosis, disseminated intravascular coagulation, ocular build up of fibrin, and reocclusion or restenosis of recanalized vessels in a mammal. The compounds also can be used to study the mechanism of action of coagulation cascade serine proteases to enable the design of better inhibitors and development of better

15 assay methods. The compounds of Formula (I) would be also useful in prevention of cerebral vascular accident (CVA) or stroke.

Also included in the family of compounds of Formula (I) are the pharmaceutically-acceptable salts thereof. The term "pharmaceutically-acceptable salt" embraces salts commonly used to form alkali metal salts and to

20 form addition salts of free acids or free bases. The nature of the salt is not critical, provided that it is pharmaceutically acceptable. Suitable pharmaceutically-acceptable acid addition salts of compounds of Formula (I) may be prepared from inorganic acid or from an organic acid. Examples of such inorganic acids are hydrochloric, hydrobromic, hydroiodic, nitric,

25 carbonic, sulfuric and phosphoric acid. Appropriate organic acids may be selected from aliphatic, cycloaliphatic, aromatic, araliphatic, heterocyclic, carboxylic and sulfonic classes of organic acids, examples of which are formic, acetic, propionic, succinic, glycolic, gluconic, lactic, malic, tartaric, citric, ascorbic, glucuronic, maleic, fumaric, pyruvic, aspartic, glutamic, benzoic,

30 anthranilic, mesylic, salicylic, p-hydroxybenzoic, phenylacetic, mandelic, embonic (pamoic), methanesulfonic, ethylsulfonic, benzenesulfonic, sulfanilic, stearic, cyclohexylaminosulfonic, algenic, galacturonic acid. Suitable pharmaceutically-acceptable base addition salts of compounds of Formula (I) include metallic salts made from aluminum, calcium, lithium, magnesium,

35 potassium, sodium and zinc or organic salts made from N,N'-

dibenzylethylenediamine, choline, chlorprocaine, diethanolamine, ethylenediamine, meglumine (N-methylglucamine) and procain. All of these salts may be prepared by conventional means from the corresponding compound of Formula (I) by reacting, for example, the appropriate acid or base with the compound of Formula (I).

The present invention also comprises a pharmaceutical composition comprising a therapeutically-effective amount of a compound of Formulas (I) in association with at least one pharmaceutically-acceptable carrier, adjuvant or diluent. Pharmaceutical compositions of the present invention can comprise the active compounds of Formula (I) in association with one or more non-toxic, pharmaceutically-acceptable carriers and/or diluents and/or adjuvants (collectively referred to herein as "carrier" materials) and, if desired, other active ingredients. The active compounds of the present invention may be administered by any suitable route, preferably in the form of a pharmaceutical composition adapted to such a route, and in a dose effective for the treatment intended.

The active compounds and composition may, for example, be administered orally, intravascularly, intraperitoneally, subcutaneously, intramuscularly, ocularly, or topically. For treating ocular build up of fibrin, the compounds may be administered intraocularly or topically as well as orally or parenterally.

The compounds can be administered in the form of a depot injection or implant preparation which may be formulated in such a manner as to permit a sustained release of the active ingredient. The active ingredient can be compressed into pellets or small cylinders and implanted subcutaneously or intramuscularly as depot injections or implants. Implants may employ inert materials such as biodegradable polymers or synthetic silicones, for example, Silastic, silicone rubber or other silicon containing polymers.

The compounds can also be administered in the form of liposome delivery systems, such as small unilamellar vesicles, large unilamellar vesicles and multilamellar vesicles. Liposomes can be formed from a variety of phospholipids, such as cholesterol, stearylamine or phosphatidylcholines.

The compounds may also be delivered by the use of monoclonal antibodies as individual carriers to which the compound molecules are coupled. The compounds may also be coupled with soluble polymers as targetable drug

carriers. Such polymers can include polyvinylpyrrolidone, pyran copolymer, polyhydroxy-propyl-methacrylamide-phenol, polyhydroxyethyl-aspartamide-phenol, or polyethyleneoxide-polylysine substituted with palmitoyl residues.

Furthermore, the compounds may be coupled to a class of biodegradable polymers useful in achieving controlled release of a drug, for example, polylactic acid, polyglycolic acid, copolymers of polylactic and polyglycolic acid, polyepsilon caprolactone, polyhydroxy butyric acid, polyorthoesters, polyacetals, polydihydropyrans, polycyanoacrylates and cross linked or amphitpathic block copolymers of hydrogels.

For oral administration, the pharmaceutical composition may be in the form of, for example, tablets, capsules (each of which includes sustained release or timed release formulations), pills, powders, granules, elixers, tinctures, suspensions, liquids including syrups, and emulsions. The pharmaceutical composition is preferably made in the form of a dosage unit containing a particular amount of the active ingredient. Examples of such dosage units are tablets or capsules. The active ingredient may also be administered by injection as a composition wherein, for example, saline, dextrose or water may be used as a suitable carrier.

The amount of therapeutically active compounds which are administered and the dosage regimen for treating a disease condition with the compounds and/or compositions of this invention depends on a variety of factors, including the age, weight, sex and medical condition of the subject, the severity of the disease, the route and frequency of administration, and the particular compound employed, and thus may vary widely.

The pharmaceutical compositions may contain active ingredients in the range of about 0.1 to 2000 mg, and preferably in the range of about 0.5 to 500 mg. A daily dose of about 0.01 to 100 mg/kg body weight, and preferably between about 0.5 and about 20 mg/kg body weight, may be appropriate. The daily dose can be administered in one to four doses per day.

The compounds may be formulated in topical ointment or cream, or as a suppository, containing the active ingredients in a total amount of, for example, 0.075 to 30% w/w, preferably 0.2 to 20% w/w and most preferably 0.4 to 15% w/w. When formulated in an ointment, the active ingredients may be employed with either paraffinic or a water-miscible ointment base.



Alternatively, the active ingredients may be formulated in a cream with an oil-in-water cream base. If desired, the aqueous phase of the cream base may include, for example at least 30% w/w of a polyhydric alcohol such as propylene glycol, butane-1,3-diol, mannitol, sorbitol, glycerol, polyethylene glycol and mixtures thereof. The topical formulation may desirably include a compound which enhances absorption or penetration of the active ingredient through the skin or other affected areas. Examples of such dermal penetration enhancers include dimethylsulfoxide and related analogs. The compounds of this invention can also be administered by a transdermal device. Preferably topical administration will be accomplished using a patch either of the reservoir and porous membrane type or of a solid matrix variety. In either case, the active agent is delivered continuously from the reservoir or microcapsules through a membrane into the active agent permeable adhesive, which is in contact with the skin or mucosa of the recipient. If the active agent is absorbed through the skin, a controlled and predetermined flow of the active agent is administered to the recipient. In the case of microcapsules, the encapsulating agent may also function as the membrane.

The oily phase of the emulsions of this invention may be constituted from known ingredients in a known manner. While the phase may comprise merely an emulsifier, it may comprise a mixture of at least one emulsifier with a fat or an oil or with both a fat and an oil. Preferably, a hydrophilic emulsifier is included together with a lipophilic emulsifier which acts as a stabilizer. It is also preferred to include both an oil and a fat. Together, the emulsifier(s) with or without stabilizer(s) make-up the so-called emulsifying wax, and the wax together with the oil and fat make up the so-called emulsifying ointment base which forms the oily dispersed phase of the cream formulations. Emulsifiers and emulsion stabilizers suitable for use in the formulation of the present invention include Tween 60, Span 80, cetostearyl alcohol, myristyl alcohol, glyceryl monostearate, and sodium lauryl sulfate, among others.

The choice of suitable oils or fats for the formulation is based on achieving the desired cosmetic properties, since the solubility of the active compound in most oils likely to be used in pharmaceutical emulsion formulations is very low. Thus, the cream should preferably be a non-greasy, non-staining and washable product with suitable consistency to avoid leakage from tubes or other containers. Straight or branched chain, mono- or dibasic

alkyl esters such as diisoadipate, isocetyl stearate, propylene glycol diester of coconut fatty acids, isopropyl myristate, decyl oleate, isopropyl palmitate, butyl stearate, 2-ethylhexyl palmitate or a blend of branched chain esters may be used. These may be used alone or in combination depending on the properties required. Alternatively, high melting point lipids such as white soft paraffin and/or liquid paraffin or other mineral oils can be used.

For therapeutic purposes, the active compounds of the present invention are ordinarily combined with one or more adjuvants appropriate to the indicated route of administration. If administered *per os*, the compounds may be admixed with lactose, sucrose, starch powder, cellulose esters of alkanoic acids, cellulose alkyl esters, talc, stearic acid, magnesium stearate, magnesium oxide, sodium and calcium salts of phosphoric and sulfuric acids, gelatin, acacia gum, sodium alginate, polyvinylpyrrolidone, and/or polyvinyl alcohol, and then tableted or encapsulated for convenient administration. Such capsules or tablets may contain a controlled-release formulation as may be provided in a dispersion of active compound in hydroxypropylmethyl cellulose. Formulations for parenteral administration may be in the form of aqueous or non-aqueous isotonic sterile injection solutions or suspensions. These solutions and suspensions may be prepared from sterile powders or granules having one or more of the carriers or diluents mentioned for use in the formulations for oral administration. The compounds may be dissolved in water, polyethylene glycol, propylene glycol, ethanol, corn oil, cottonseed oil, peanut oil, sesame oil, benzyl alcohol, sodium chloride, and/or various buffers. Other adjuvants and modes of administration are well and widely known in the pharmaceutical art.

In practicing the methods of the present invention for the treatment and prevention of a variety of thrombotic conditions including coronary artery and cerebrovascular disease, the compounds and pharmaceutical compositions of the present invention are administered alone or in combination with one another, or in combination with other therapeutics or in vivo diagnostic agents. The coagulation cascade inhibitors of the present invention can also be co-administered with suitable anti-platelet aggregation agents, including, but not limited to ticlopidine or clopidogrel, fibrinogen receptor antagonists (e.g. to treat or prevent unstable angina or to prevent reocclusion after angioplasty and restenosis), anti-coagulants such as aspirin, warfarin or heparins, thrombolytic

agents such as plasminogen activators or streptokinase to achieve synergistic effects in the treatment of various pathologies, lipid lowering agents including antihypercholesterolemics (e.g. HMG CoA reductase inhibitors such as mevastatin, lovastatin, simvastatin, pravastatin, and fluvastatin, HMG CoA synthetase inhibitors, etc.), anti-diabetic drugs, or other cardiovascular agents (loop diuretics, thiazide type diuretics, nitrates, aldosterone antagonists (i.e., spironolactone and epoxymexlerenone), angiotensin converting enzyme (e.g. ACE) inhibitors, angiotensin II receptor antagonists, beta-blockers, antiarrhythmics, anti-hypertension agents, and calcium channel blockers) to treat or prevent atherosclerosis. For example, patients suffering from coronary artery disease, and patients subjected to angioplasty procedures, would benefit from coadministration of fibrinogen receptor antagonists and coagulation cascade inhibitors of the present invention. Also, coagulation cascade inhibitors could enhance the efficiency of tissue plasminogen activator-mediated thrombolytic reperfusion.

Typical doses of coagulation cascade inhibitors of the present invention with other suitable anti-platelet agents, anticoagulation agents, cardiovascular therapeutic agents, or thrombolytic agents may be the same as those doses of coagulation cascade inhibitors administered without coadministration of additional anti-platelet agents, anticoagulation agents, cardiovascular therapeutic agents, or thrombolytic agents, or may be substantially less than those doses of coagulation cascade inhibitors administered without coadministration of additional anti-platelet agents, anticoagulation agents, cardiovascular therapeutic agents, or thrombolytic agents, depending on a patient's therapeutic needs.

All mentioned references are incorporated by reference as if here written.

Although this invention has been described with respect to specific embodiments, the details of these embodiments are not to be construed as limitations. The following examples are provided to illustrate the present invention and are not intended to limit the scope thereof. Without further elaboration, it is believed that one skilled in the art can, using the preceding descriptions, utilize the present invention to its fullest extent. Therefore the following preferred specific embodiments are to be construed as merely illustrative and not limitative of the remainder of the disclosure in any way

whatsoever. Compounds containing multiple variations of the structural modifications illustrated in the schemes or the following Examples are also contemplated. Those skilled in the art will readily understand that known variations of the conditions and processes of the following preparative procedures can be used to prepare these compounds.

One skilled in the art may use these generic methods to prepare the following specific examples, which have been or may be properly characterized by  $^1\text{H}$  NMR, mass spectrometry, elemental composition, and similar procedures. These compounds also may be formed *in vivo*.

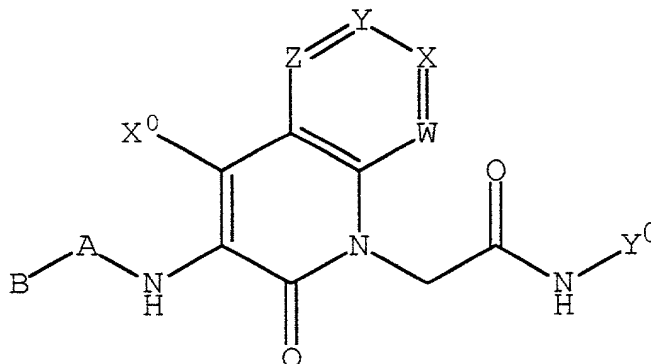
- The following examples contain detailed descriptions of the methods of preparation of compounds of Formula (I). These detailed descriptions fall within the scope and are presented for illustrative purposes only and are not intended as a restriction on the scope of the invention. All parts are by weight and temperatures are Degrees centigrade unless otherwise indicated.
- The following general synthetic sequences are useful in making the present invention. Abbreviations used in the schemes and tables include: "AA" represents amino acids, "AcCN" represents acetonitrile, "AcOH" represents acetic acid, "BINAP" represents 2,2'-bis(diphenylphosphino)-1,1'-binaphthyl, "BnOH" represents benzyl alcohol, "BnCHO" represents 2-phenylethanal, "BnSO<sub>2</sub>Cl" represents benzylsulfonyl chloride, "Boc" represents tert-butyloxycarbonyl, "BOP" represents benzotriazol-1-yl-oxy-tris-(dimethylamino), "bu" represents butyl, "dba" represents dibenzylidene-acetone, "DCC" represents 1,3-dicyclohexylcarbodiimide, "DCM" represents dichloromethane or methylene chloride, "DIBAH" or "DIBAL" represents diisobutylaluminum hydride, "DMF" represents dimethylformamide, "DMSO" represents dimethylsulfoxide, "DPPA" represents diphenylphosphoryl azide, "EDC" represents 1-[3-(dimethylamino)propyl]-3-ethylcarbodiimide hydrochloride, "Ex. No." represents Example Number, "Fmoc" represents 9-fluorenylmethoxycarbonyl, "HOBt" represents hydroxybenzotriazole, "LDA" represents lithium diisopropylamide, "MW" represents molecular weight, "NMM" represents N-methylmorpholine, "Ph" represents phenyl or aryl, "PHTH" represents a phthaloyl group, "pnZ" represents 4-nitrobenzyloxy-carbonyl, "PTC" represents a phase transfer catalyst, "py" represents pyridine, "RNH<sub>2</sub>" represents a primary organic amine, "SEM" represents 2-(trimethylsilyl)ethoxy-methyl chloride, "p-TsOH" represents

paratoluenesulfonic acid, "TBAF" represents tetrabutylammonium fluoride, "TBTU" represents 2-(1H-benzotriazole-1-yl)-1,1,3,3-tetramethyl uronium tetrafluoroborate, "TEA" represents triethylamine, "TFA" represents trifluoroacetic acid, "THF" represents tetrahydrofuran, "TMS" represents trimethylsilyl, "TMSCN" represents trimethylsilyl cyanide, and "Cbz" or "Z" represents benzyloxycarbonyl.

### **GENERAL SYNTHETIC PROCEDURES** **AND SPECIFIC EXAMPLES**

The pyridone compounds of the present invention can be synthesized, for example, according to the following procedures and Schemes given below.

A pyridone having a fused aryl or heteroaryl group can be considered to be a quinolone. A generic quinolinone analogous structure to the basic pyridone ring type is shown in Figure 1. W, X, Y and Z are optionally selected from CH,



**Figure 1. Quinolinone Analogues of Pyridones**

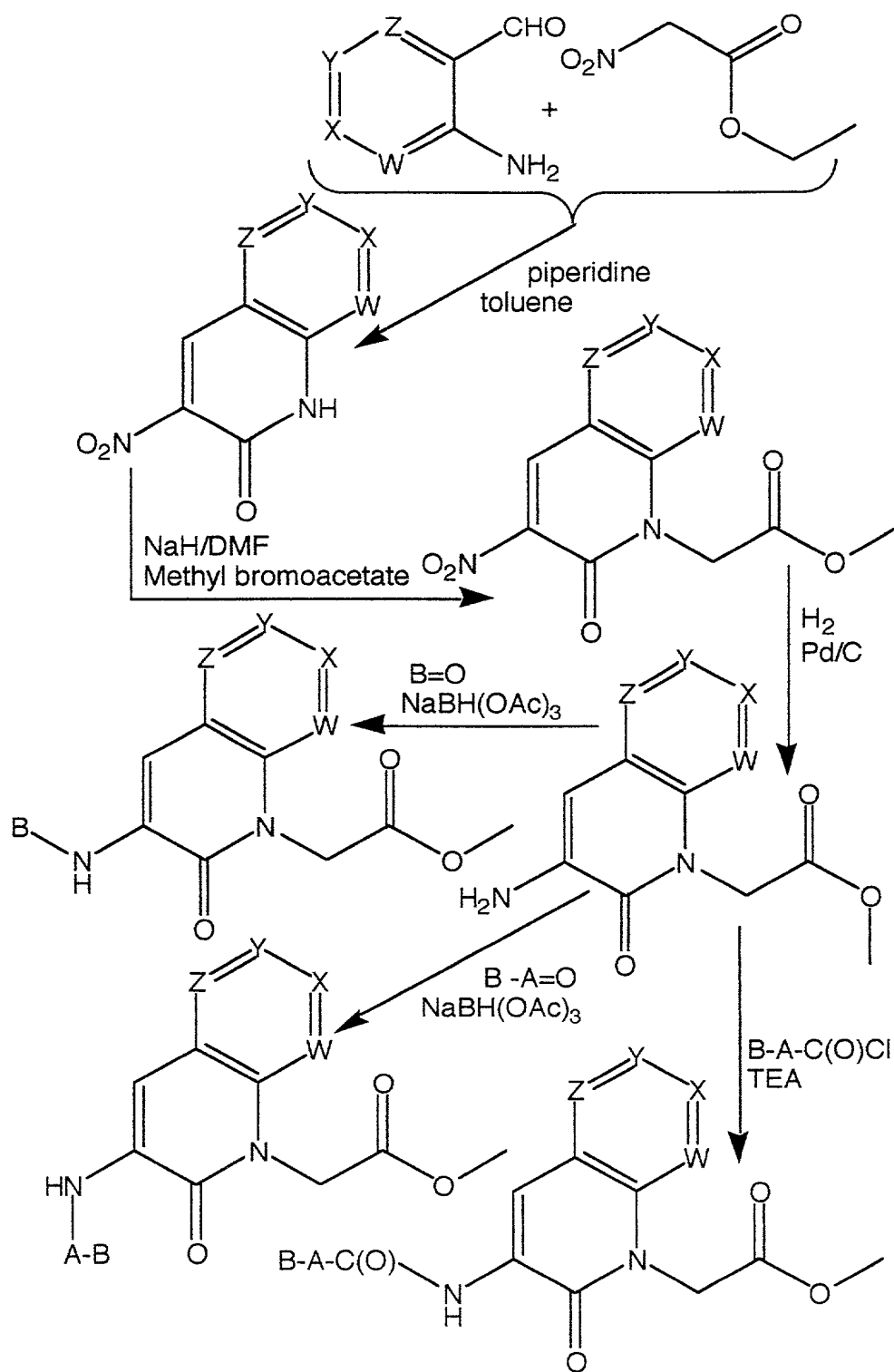
N, CF, CCl, C-CN, C-CH<sub>3</sub>, C-CH<sub>2</sub>CH<sub>3</sub>, C-NH<sub>2</sub>, C-CH<sub>2</sub>NH<sub>2</sub>, C-CH<sub>2</sub>NHCH<sub>3</sub>, C-NHCH<sub>3</sub>, C-N(CH<sub>3</sub>)<sub>2</sub>, C-CH(NH<sub>2</sub>)CH<sub>3</sub>, C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, C-NHOCH<sub>3</sub>, C-NHOCH<sub>2</sub>CH<sub>3</sub>, C-C(NH)NH<sub>2</sub>, C-C(NOH)NH<sub>2</sub>, C-OH, C-CH<sub>2</sub>OH, C-CH<sub>2</sub>CH<sub>2</sub>OH, C-CH(OH)CH<sub>3</sub>, C-OCH<sub>3</sub>, C-OCH<sub>2</sub>CH<sub>3</sub>, C-CO<sub>2</sub>H, C-CO<sub>2</sub>CH<sub>3</sub>, C-C(O)NH<sub>2</sub>, C-C(O)NHCH<sub>3</sub>, C-C(O)NH(CH<sub>3</sub>)<sub>2</sub>, C-CH<sub>2</sub>CO<sub>2</sub>H, C-SO<sub>2</sub>NH<sub>2</sub>, C-SO<sub>2</sub>NHCH<sub>3</sub>, C-NH(O)CCH<sub>3</sub>, and C-NH(O)CCF<sub>3</sub>. Quinolones in which W of W-X=Y-Z is attached to the four and five positions of the pyridone instead of the

five and six positions can be prepared by comparable procedures. A general procedure for the preparation a wide variety of quinolone type 2-pyridones is summarized in **Scheme 1** and **Scheme 2**. These procedures can accommodate the introduction of a wide range of substituents into the fused ring either as such, precursors groups for desired groups (for example, a nitro for subsequent conversion to an amino, an acetoxymethyl for subsequent hydrolysis to an hydroxymethyl or oxidation to an aldehyde or carboxylic acid, and the like) or using protected groups. The preparation of specific quinolinone analogues of a pyridone of this invention are exemplified as in **Example 1** through **Example**

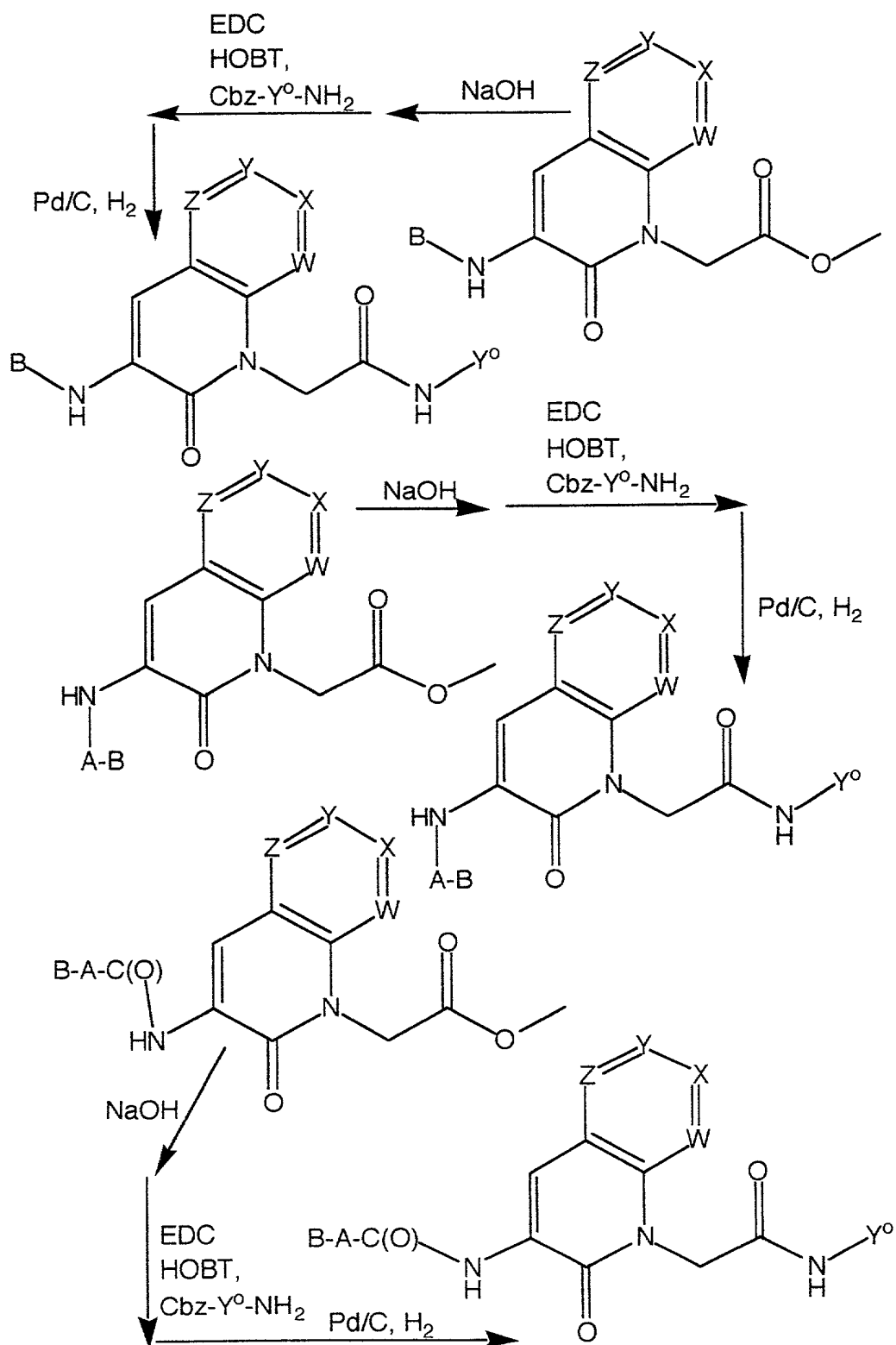
5

10 **16.**

## Scheme 1: General Quinolone Synthesis-I

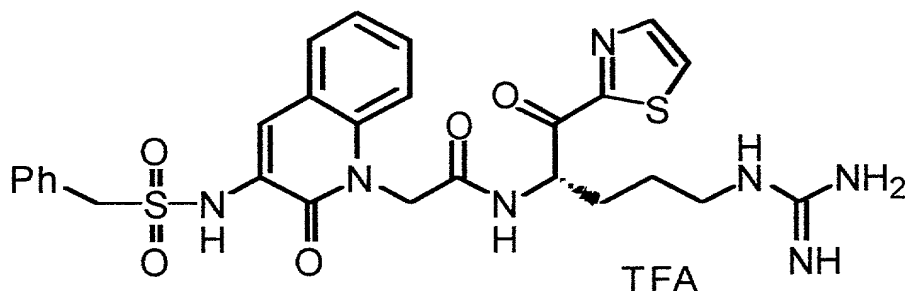


## Scheme 2: General Quinolone Synthesis-1 (Concluded)





## Example 1



5       **EX-1A**) 3-Nitro-1*H*-Quinolin-2-One (2.35 g, 12.37 mmole) in 50 ml anhydrous DMF was mixed with NaH 60% in mineral oil (0.59 g, 14.87 g), and the mixture was stirred for five minutes. To this mixture, 2-methyl-2-bromoacetate (2.27g, 14.84 mmole) was added dropwise. After stirring the reaction mixture for 2 hours at 20 °C, DMF was removed *via* vacuum rotary evaporation to lead to a yellow oil residue. The residue was triturated in water to yield a yellow solid that was washed with water and hexane. The yellow solid was re-crystallized in ethylacetate to yield a yellow needle crystal solid (1.38 g) as the expected product, methyl-(3-nitro-2-oxo-2*H*-quinolin-1-yl)acetate. More product (1.20 g) was obtained from the mother liquor via silica gel flash chromatography to separate it from the O-alkylated side product (0.334 g). The desired product (**EX-1A**) yield was 80%. HPLC-MS (0 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 2.48 min,  $M+H^+ = 263.2$  for formula  $C_{12}H_{10}N_2O_5$ .  $^1H$  NMR (400 MHz,  $CDCl_3$ ):  $\delta$  3.80 (s, 3H), 5.17 (s, 2H), 7.19 (d,  $J = 8.4$  Hz, 1H), 7.40 (t,  $J = 7.6$  Hz, 1H), 7.76 (t,  $J = 7.6$  Hz, 1H), 7.78 (d,  $J = 8.4$  Hz, 1H), 8.61 (s, 1H).  $^{13}C$  NMR (101 MHz,  $CDCl_3$ ):  $\delta$  44.2, 52.9, 114.2, 117.1, 124.0, 131.7, 134.8, 137.9, 140.6, 154.0, 167.6.

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**EX-1B**) Compound **EX-1A** (2.51 g, 9.58 mmole) was mixed with 10% Pd on activated carbon (0.51 g, 0.48 mmole) in 150 ml methanol. The mixture was stirred under  $H_2$  that was introduced through a rubber balloon for 2 hours. The reaction mixture was filtered, and the methanol was removed to yield a white crystalline solid (2.06 g,  $y = 93\%$ ) as methyl-(3-amino-2-oxo-2*H*-quinolin-1-yl)acetate (**3**). HPLC-MS (0 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 2.12 min,  $M+H^+ = 233.1$  for formula  $C_{12}H_{12}N_2O_3$ .

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Compound **3** (2.04 g, 8.79 mmole) and pyridine (3.55 ml, 43.95 mmole) were dissolved in 200 ml acetonitrile. This mixture was cooled down to -10 °C with a water-acetone-dry ice mixture bath. To this mixture, *a*-toluenesulfonyl chloride (4.19 g, 21.98 mmole) dissolved in 10 ml acetonitrile was added dropwise quickly. The reaction mixture was stirred for 2.5 hours from -10 °C to 0 °C. During the reaction, the product as a white solid precipitated from the solution. The pure product, methyl-(3-benzylsulfonylamido-2-oxo-2*H*-quinolin-1-yl)acetate (**EX-1B**) (2.92 g) was obtained by filtration and washing it with acetonitrile. More product (0.34 g) was obtained by working up the filtrate and subjecting it to a Biotage-40 silica gel column chromatography using 25% ethylacetate in hexane as the elute. HPLC-MS (0 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 3.52 min,  $M+Na^+$  = 408.9 for formula  $C_{19}H_{18}N_2O_5SNa$ .  $^1H$  NMR (400 MHz,  $CDCl_3$ ):  $\delta$  3.81 (s, 3H), 4.42 (s, 2H), 5.14 (s, 2H), 7.09 (d,  $J$  = 8.8 Hz, 1H), 7.27 (m, 5H), 7.48 (t,  $J$  = 7.6 Hz, 2H), 7.61 (d,  $J$  = 10 Hz, 1H), 8.61 (s, 1H).  $^{13}C$  NMR (101 MHz,  $CDCl_3$ ):  $\delta$  44.5, 52.8, 58.5, 113.3, 119.5, 120.4, 123.5, 127.2, 127.8, 128.7, 128.8, 129.0, 129.2, 130.8, 135.2, 157.3, 167.9.

**EX-1C)** Compound **EX-1B** (3.19 g, 8.26 mmole) was dissolved in 50 ml THF, 30 ml MeOH and 50 ml 1 M LiOH. The mixture was stirred at 20 °C for one hour. The mixture was concentrated to remove the organic solvents. The remaining aqueous solution was acidified to pH = 1 with 1M HCl, and a solid precipitated from the solution. The solid was purified by filtration, washing with 1M HCl and water, and drying *via* vacuum to give a white solid as the pure product (3-benzylsulfonylamino-2-oxo-2*H*-quinolin-1-yl)acetic acid (**EX-1C**) (2.98 g, yield of 97%). HPLC-MS (0 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 3.09 min,  $M+Na^+$  = 395.2 for formula  $C_{18}H_{16}N_2O_5SNa$ .

$^1H$  NMR (400 MHz,  $CDCl_3$ ):  $\delta$  4.54 (s, 2H), 5.13 (s, 2H), 7.15 (t,  $J$  = 87.2 Hz, 1H), 7.23 (m, 3H), 7.33 (m, 3H), 7.50 (t,  $J$  = 7.6 Hz, 2H), 7.59 (s, 1H).

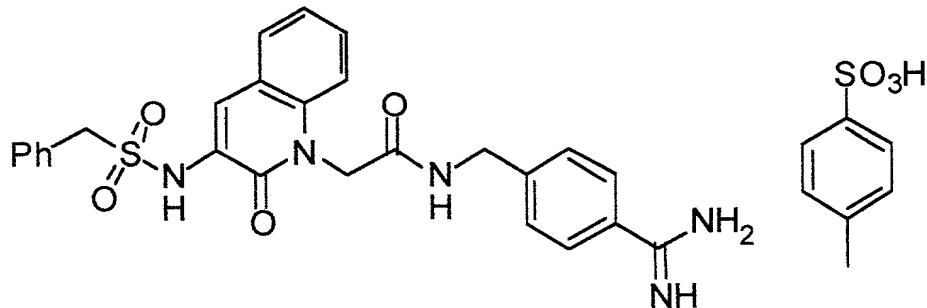
**EX-1D)** Compound **EX-1C** (0.209 g, 0.56 mmol), EDC (0.140 g, 0.73 mmol) and HOBt (0.112 g, 0.73 mmol) were mixed in 1.5 ml DMF, and the mixture was stirred at 20 °C for 10 minutes. To this mixture was added the premixed solution of (4*S*)-(9Cl)-N-[[[4-amino-5-hydroxy-5-(2-thiazolyl)pentyl]amino]iminomethyl]-4-methoxy-2,3,6-

- trimethylbenzenesulfonamide HCl salt (0.387 g, 0.73 mmol), diisopropylethylamine (0.65 ml, 3.93 mmol) in 1.5 ml DMF. The combined reaction mixture was stirred for 45 minutes at 20 °C. The reaction mixture was partitioned between ethylacetate and saturated ammonium chloride aqueous solution. The organic phase was washed with saturated aqueous potassium carbonate and ammonium chloride solution, dried over Na<sub>2</sub>SO<sub>4</sub>. After removing the ethylacetate, the residue was subjected to a Biotage silica gel column chromatography to yield a white solid as the product N-[2(S)-1(R,S)-2-[1-hydroxy-1-(2-thiazolyl)]-5-[[4-methoxy-2,3,6-trimethyl)sulfonylamino]-iminomethyl]aminopentyl]-[3-benzylsulfonylamino-2-oxo-2*H*-quinolin-1-yl]acetamide (**EX-1D**) (0.347 g, *y* = 76%). HPLC-MS (0 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 3.75 min, M+H<sup>+</sup> = 810.3 for formula C<sub>37</sub>H<sub>43</sub>N<sub>7</sub>O<sub>8</sub>S<sub>3</sub>. Since the compound is a mixture of two diastereomers, the <sup>1</sup>H NMR and <sup>13</sup>C NMR was complex.
- EX-1E**) Compound **EX-1D** (0.32 g, 0.395 mmol) was mixed with 1,3-dihydro-1-hydroxy-3,3-bis(trifluoromethyl)-1-oxide-1,2-benziodoxole (0.238 g, 0.593 mmole) in 5 ml acetonitrile. The mixture was stirred at 20 °C for 2 hours. It was then mixed with 30 ml 1M NaHSO<sub>3</sub> aqueous solution. The combined solution was extracted with ethylacetate, and the organic phase was washed with saturated NaHCO<sub>3</sub> aqueous solution and dried over Na<sub>2</sub>SO<sub>4</sub>. After removing the ethylacetate, the remaining residue was subjected to a silica gel flash column chromatography using 30% ethylacetate in hexane as elute to yield a white solid as the product N-[[2(S)- 2-[1-Oxo-1-(2-thiazolyl)]-5-[[4-methoxy-2,3,6-trimethyl)sulfonylamino]iminomethyl]amino]pentyl]-[3-benzylsulfonylamino-2-oxo-2*H*-quinolin-1-yl]acetamide (**EX-1E**) (0.296 g, 93%). HPLC-MS (0 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 4.07 min, M+H<sup>+</sup> = 808.2 for formula C<sub>37</sub>H<sub>41</sub>N<sub>7</sub>O<sub>8</sub>S<sub>3</sub>. <sup>1</sup>H NMR (400 MHz, acetone-d<sub>6</sub>): δ 1.71 (b, 4H), 2.07 (s, 3H), 2.59 (s, 3H), 2.64 (s, 3H), 3.24 (m, 2H), 3.80 (s, 3H), 4.62 (s, 2H), 5.17 (d, J = -16.4 Hz, 1H), 5.22(d, J = 16.4Hz, 1H), 5.62 (m, 1H), 6.47 (b, 2H), 6.64(s, 1H), 7.24 (m, 4H), 7.36 (m, 3H), 7.44 (m, 2H), 7.59 (t, J = 7.2 Hz, 2H), 7.95 (b, 1H), 8.08 (m, 3H). <sup>13</sup>C NMR (101 MHz, CDCl<sub>3</sub>): δ 12.0, 15.6, 18.6, 24.2, 41.1, 46.6, 55.8, 55.9, 58.5, 66.1, 112.3, 120.3, 121.2, 123.8, 124.8, 128.5, 129.1, 129.2, 129.3, 129.6, 129.7, 129.9,

123.0, 131.9, 135.8, 136.7, 137.0, 139.0, 146.1, 157.4, 158.0, 158.8, 165.6, 167.7, 192.0.

- Compound **EX-1E** (0.240 g, 0.296 mmol) was treated with thioanisole (0.220 g, 1.78 mmol) and 8 ml trifluoroacetic acid for 5 hours. After removing the TFA, the residue was triturated in diethylether twice and ethylacetate once to give a white amorphous solid as the product N-[[2(S)- 2-[1-Oxo-1-(2-thiazolyl)]-5-[(amino)iminomethyl]amino] pentyl]-(3-benzylsulfonylamino-2-oxo-2H-quinolin-1-yl)acetamide trifluoroacetic acid salt (0.183 g, yield of 87%). HPLC-MS (0 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 3.07 min,  $M+H^+ = 596.2$  for formula  $C_{27}H_{29}N_7O_5S_2$ .  $^1H$  NMR (400 MHz, DMSO- $d_6$ ):  $\delta$  1.58 (bm, 2H), 1.67 (bm, 1H), 1.90 (b, 1H), 3.10 (bm, 2H), 4.60 (s, 2H), 3.80 (s, 3H), 4.62 (s, 2H), 5.01 (d,  $J = -17.2$  Hz, 1H), 5.11 (d,  $J = -17.2$  Hz, 1H), 5.38 (m, 1H), 6.80-7.70 (m, 15H), 8.14(s, 1H), 8.23 (s, 1H), 8.88 (b, 1H), 9.99 (d,  $J = 8.0$  Hz, 1H).  $^{13}C$  NMR (101 MHz, DMSO- $d_6$ ):  $\delta$  25.3, 28.0, 44.9, 48.6, 54.4, 58.0, 114.2, 119.7, 121.9, 124.8, 126.1, 128.2, 128.3, 128.7, 131.0, 135.9, 137.1, 138.7, 144.7, 145.4, 156.6, 157.4, 164.4, 166.8, 191.4.

### Example 2

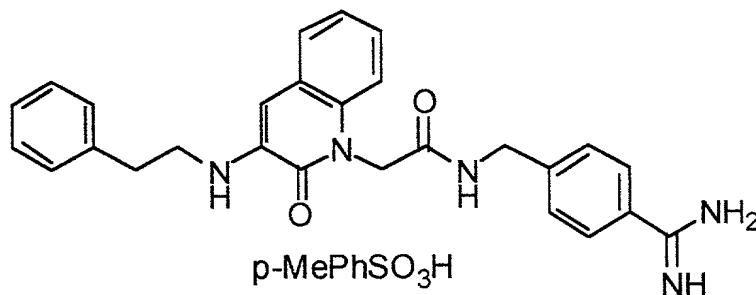


- EX-2A)** 3-Benzylsulfonylamino-2-oxo-2H-quinolin-1-yl)acetic acid was coupled with benzyl-[[[(4-aminomethylphenyl)iminomethyl] amino]carbamate hydrogen chloride salt using EDC, HOBt as coupling agents in the presence of DIEA in DMF. Work up procedure gave a white amorphous solid as the product, N-[[4-[(benzylcarbonyl-amino)iminomethyl]phenyl]methyl]-(3-benzylsulfonylamino-2-oxo-2H-quinolin-1-yl)acetamide. HPLC-MS (0 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 3.38 min,  $M+H^+ = 638.3$  for formula  $C_{34}H_{31}N_5O_6S$ .  $^1H$  NMR (400 MHz,  $CDCl_3$ ):  $\delta$  4.38

(s, 2H), 4.50 (d, J = 6.0 Hz, 2H), 4.92 (s, 2H), 5.14 (s, 2H), 7.06 (t, J = 7.2 Hz, 1H), 7.13 (t, J = 7.6 Hz, 2H), 7.15-7.24 (m, 6H), 7.30-7.40 (m, 6H), 7.45 (m, 3H), 7.52 (m, 1H), 7.57 (d, J = 8.4 Hz, 2H), 8.65(b, 1H), 9.09 (b, 1H).

Compound **EX-2A** (0.118 g, 0.185 mmol), *p*-toluenesulfonic acid mono hydrate (0.035 g, 0.185 mmol) and 10% Pd on activated carbon (0.029 g, 0.018 mmol) were mixed with 5 ml methanol. The mixture was stirred for 2 hours under an atmosphere of hydrogen that was introduced through a rubber balloon. After filtering off the catalyst and removing the methanol, the remaining residue was recrystallized in a solvent of 2:1 ether to methanol to yield a white amorphous solid as the product, N-[[4-[(amino)iminomethyl]phenyl]methyl]-(3-benzylsulfonyl-amino-2-oxo-2*H*-quinolin-1-yl)acetamide *p*-toluenesulfonic acid salt, (0.080 g, yield = 64%). HPLC-MS (0 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 2.81 min, M+H<sup>+</sup> = 504.5 for formula C<sub>26</sub>H<sub>25</sub>N<sub>5</sub>O<sub>4</sub>S. <sup>1</sup>H NMR (400 MHz, CD<sub>3</sub>OD): δ 2.36 (s, 3H), 4.52 (s, 2H), 4.57 (s, 2H), 5.15 (s, 2H), 7.18-7.32 (m, 7H), 7.36 (t, J = 7.2 Hz, 2H), 7.48-7.55 (m, 4H), 7.59 (s, 1H), 7.70 (d, J = 8.0 Hz, 2H), 7.74 (d, J = 8.4 Hz, 2H).

### Example 3



**EX-3A**) Methyl 2-[3-amino-2-oxo-2*H*-quinolin-1-yl]acetate, (9.1 g, 39.2 mmol) was mixed with Boc anhydride (9.41 g, 43.1 mmol), triethylamine (6 ml, 43.1 mmol) and DMAP (50 mg, 0.4 mmol) in 200 ml DCM. The reaction mixture was stirred at 20 °C for 14 hours. The reaction solution was washed with 1M citric acid solution twice, saturated sodium bicarbonate solution three times, saturated ammonium chloride once and it was dried over anhydrous MgSO<sub>4</sub>. After filtration and removing the solvent, the residue was treated with methanol. A white solid was precipitated. Filtration and washing with methanol, the pure product, **EX-3A**, was obtained as a white powder (9.90 g, 87%). HPLC-MS (0 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 2.85 min, M+H<sup>+</sup> =

291.1 for formula  $C_{14}H_{15}N_2O_5$ .  $^1H$  NMR (400 MHz, Methanol- $d_4$ ):  $\delta$  3.76 (s, 3H), 3.82 (s, 3H), 5.15 (s, 2H), 7.09 (d,  $J$  = 8.4 Hz, 1H), 7.26 (t,  $J$  = 7.6 Hz, 1H), 7.43 (t,  $J$  = 7.6 Hz, 2H), 7.61 (d,  $J$  = 7.6 Hz, 1H), 7.96 (s, 1H), 8.39 (s, 1H).  $^{13}C$  NMR (101 MHz, Methanol- $d_4$ ):  $\delta$  (ppm) 44.4, 52.5, 52.6, 113.1,

5 118.9, 121.0, 123.3, 127.4, 128.4, 128.5, 134.5, 153.9, 157.6, 168.1.

**EX-3B)** Compound **EX-3A** (1.09 g, 3.75 mmol) was mixed with KOH (5.2 g, 92.8 mmol) in 30 ml water and 30 ml methanol. After refluxing for three hours, the reaction solution was concentrated to 10 ml and acidified with concentrated HCl to pH = 2. After cooling down to 0 °C, the product was filtered  
10 out, washed with water and dried via vacuum. A yellow powder acid was obtained as the pure product (0.733 g,  $y$  = 90%). HPLC-MS (0 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 1.60 min,  $M+H^+$  = 219.1 for formula  $C_{11}H_{11}N_2O_3$ .

**EX-3C)** Compound **EX-3B** (0.296 g, 1.16 mmol) was treated with  
15 phenylacetaldehyde (0.21 g, 1.74 mmol) in 15 ml methanol for 10 minutes. To this mixture was added sodium cyanoborohydride (0.08 g, 1.28 mmol). After two hours, the reaction was completed. Methanol was removed under reduced pressure and the residue was mixed with water. The product 2-[3-(2-phenylethylamino)-2-oxo-2H-quinolin-1-yl]acetic acid (**EX-3C**) was obtained after filtration and  
20 washed with water as a white powder (0.225 g, 60%). HPLC-MS (0 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 3.55 min,  $M+H^+$  = 323.2 for formula  $C_{19}H_{19}N_2O_3$ .  $^1H$  NMR (400 MHz, Methanol- $d_4$ ):  $\delta$  2.97 (t,  $J$  = 7.2 Hz, 2H), 3.45 (t,  $J$  = 7.2 Hz, 2H), 5.02 (s, 2H), 6.65 (s, 1H), 7.13-7.29 (m, 8H), 7.46 (d,  $J$  = 8.0 Hz, 1H).  $^{13}C$  NMR (101 MHz, Methanol-  
25  $d_4$ ):  $\delta$  (ppm) 35.9, 45.5, 46.6, 105.7, 115.1, 123.9, 124.5, 125.9, 127.0, 127.4, 129.6, 129.8, 133.9, 137.8, 140.8, 159.9, 173.1.

**EX-3D)** Compound **EX-3D** was synthesized in same way as described for compound **EX-2A**. It is a white powder. HPLC-MS (0 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 3.65 min,  $M+H^+$  = 588.6 for  
30 formula  $C_{35}H_{34}N_5O_4$ .  $^1H$  NMR (400 MHz, Methanol- $d_4$ ):  $\delta$  2.95 (t,  $J$  = 7.2 Hz, 2H), 3.43 (t,  $J$  = 7.2 Hz, 2H), 4.46 (s, 2H), 5.09 (s, 2H), 5.37 (s, 2H), 6.64 (s, 1H), 7.13-7.29 (m, 9H), 7.38-7.41 (m, 3H), 7.47 (m, 4H), 7.70 (d,  $J$  = 8.4 Hz, 2H).  $^{13}C$  NMR (101 MHz, Methanol- $d_4$ ):  $\delta$  (ppm) 35.8, 43.7, 45.4, 46.9, 70.6,

105.8, 114.9, 124.2, 124.6, 126.0, 127.2, 127.4, 129.1, 129.6, 129.7, 129.8, 129.9, 130.0, 133.8, 137.8, 140.7, 160.2, 170.3.

The product of **Example 3** was synthesized in same way as described for compound of **Example 2** as a *p*-toluenesulfonic acid salt and an amorphous solid.

5 HPLC-MS (0 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C):

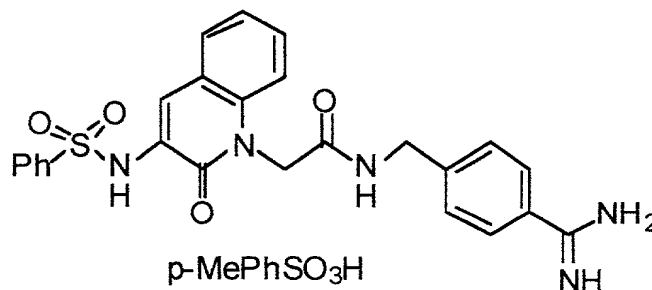
retention time 3.18 min,  $M+H^+ = 454.1$  for formula  $C_{27}H_{28}N_5O_2$ .  $^1H$  NMR (400

MHz, Methanol- $d_4$ ): d 2.32 (s, 3H), 3.03 (t,  $J = 7.2$  Hz, 2H), 3.56 (t,  $J = 7.2$  Hz, 2H), 4.48 (s, 2H), 5.14 (s, 2H), 7.19 (d,  $J = 8.0$  Hz, 4H), 7.26-7.34 (m, 6H), 7.48 (d,  $J = 8.0$  Hz, 2H), 7.55 (s, 1H), 7.64 (d,  $J = 7.6$  Hz, 1H), 7.69 (t,  $J = 8$

10 Hz, 4H), 8.72 (s, 2H), 9.18 (s, 2H).  $^{13}C$  NMR (101 MHz, Methanol- $d_4$ ): d (ppm) 21.3, 34.3, 43.7, 46.8, 59.6, 115.4, 122.0, 124.6, 126.9, 127.8, 128.2, 128.3, 129.0, 129.2, 129.5, 129.7, 129.8, 129.9, 130.3, 131.4, 137.4, 138.9, 141.8, 146.7, 159.5, 168.2, 168.3, 169.7.

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#### Example 4

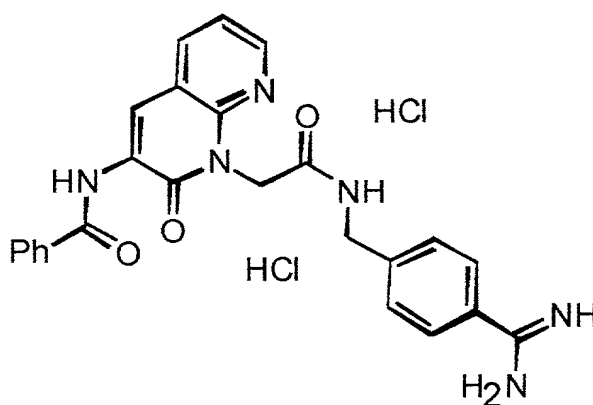


**EX-4A**) 2-[3-Amino-2-oxo-2H-quinolin-1-yl]acetic acid, (0.206 g, 0.81 mmol) was treated with benzenesulfonyl chloride (0.172 g, 0.97 mmol) in pyridine for one hour. After removing the pyridine, the residue was recrystallized in acetone to yield a white crystal solid as the product, 2-[3-benzenesulfonylamino-2-oxo-2H-quinolin-1-yl]acetic acid, (**EX-4A**)(0.117 g,  $y = 41\%$ ). HPLC-MS (0 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 2.85 min,  $M+H^+ = 359.2$  for formula  $C_{17}H_{15}N_2O_2S$ .  $^1H$  NMR (400 MHz, Acetone- $d_6$ ): d 5.12 (s, 2H), 7.28 (t,  $J = 7.2$  Hz, 1H), 7.36 (d,  $J = 8.8$  Hz, 1H), 7.48-7.63 (m, 4H), 7.75 (dd,  $J = 8, 1.6$  Hz, 1H), 7.74 (s, 1H), 8.00-8.03 (m, 2H).  $^{13}C$  NMR (101 MHz, Acetone- $d_6$ ): d (ppm) 44.8, 115.0, 120.8, 120.9, 123.9, 127.8, 128.1, 129.4, 129.9, 130.1, 134.2, 136.7, 140.4, 158.2, 169.1.

**EX-4B)** Compound **EX-4A** was synthesized in same way as described for compound **EX-2A** giving a white powder. HPLC-MS (0 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 3.23 min,  $M+H^+ = 624.2$  for formula  $C_{33}H_{30}N_5O_6S$ .  $^1H$  NMR (400 MHz, Methanol- $d_4$ ): d 4.45 (s, 2H), 5.06 (s, 2H), 5.38 (s, 2H), 7.24-7.60 (m, 14H), 7.71 (d,  $J = 8.0$  Hz, 2H), 7.84 (s, 1H), 7.94 (d,  $J = 7.2$  Hz, 2H).  $^{13}C$  NMR (101 MHz, Methanol- $d_4$ ): d (ppm) 43.7, 47.0, 70.7, 115.3, 121.7, 122.5, 124.5, 127.3, 128.4, 129.1, 129.6, 129.7, 129.9, 130.0, 130.1, 130.2, 130.3, 134.4, 135.8, 137.2, 140.8, 147.7, 154.6, 159.3, 167.9, 169.8.

Compound of this example was synthesized in same way as described for compound **Example 2**. It is an amorphous off-white solid and a *p*-toluenesulfonic acid salt. HPLC-MS (5 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 2.02 min,  $M+H^+ = 490.1$  for formula  $C_{25}H_{24}N_5O_4S$ .  $^1H$  NMR (400 MHz, Methanol- $d_4$ ): d 2.34 (s, 3H), 4.46 (s, 2H), 5.06 (s, 2H), 7.20 (d,  $J = 8.0$  Hz, 1H), 7.24-7.29 (m, 2H), 7.46-7.51 (m, 6H), 7.55 (d,  $J = 7.2$  Hz, 1H), 7.62 (d,  $J = 8.0$  Hz, 1H), 7.71 (m, 4H), 7.86 (s, 1H), 7.95 (d,  $J = 8.0$  Hz, 2H).  $^{13}C$  NMR (101 MHz, Methanol- $d_4$ ): d (ppm) 21.3, 43.6, 46.9, 115.1, 121.6, 122.4, 124.4, 126.8, 127.9, 128.2, 128.9, 129.0, 129.5, 129.7, 130.1, 130.2, 134.3, 137.0, 140.6, 146.6, 159.2, 169.5, 184.2.

### Example 5



**EX-5A)** A solution of 2-amino pyridine (20.42 g, 217.0 mmol) in dichloromethane 500 mL was cooled to 0°C and treated with triethyl amine (36.29 mL, 260.4 mmol) and pivaloyl chloride (28.06 mL, 227.8 mmol). After 15



minutes, the reaction mixture was allowed to warm to room temperature and stir overnight. The reaction mixture was poured onto ice, and the organic layer was washed with saturated  $\text{NaHCO}_3$  (aq), and dried over  $\text{Na}_2\text{SO}_4$ . The volatile components were removed, and a brown oil was isolated. Crystallization with  
 5 hexanes afforded 31 g of N-(pyrid-2-yl)-2,2-dimethylacetamide (**EX-5A**) as white crystals in 80% yield. Reference: Turner, J. A. *J. Org. Chem.* **1983**, 48, 3401.

**EX-5B**) A solution of **EX-5A** (2.00 g, 11.23 mmol) in THF (115 mL) at  $-78^\circ\text{C}$  was treated with n-BuLi (14.1 mL, 28.10 mmol of a 2.0 M solution in hexanes). The reaction mixture was allowed to warm to  $0^\circ\text{C}$  and stir for 2h. The  
 10 reaction mixture was again cooled to  $-78^\circ\text{C}$ , and the mixture was quenched with DMF (2.18 mL, 28.10 mmol). The reaction mixture was allowed to warm to room temperature and to stir overnight. The reaction mixture was poured into a slurry of ice and 6N HCl, and the acidified mixture was stirred for 15 minutes. The organic layer was separated (discard), and the aqueous layer was neutralized with  $\text{K}_2\text{CO}_3$   
 15 and extracted with ether (3 x 100 mL). The combined organic layers were washed with water, brine and dried over  $\text{MgSO}_4$ . After filtration and evaporation of the volatiles, a yellow oil was isolated which solidified upon standing. 1.23 g (53%) of **EX-5B** product was isolated. Reference: Turner, J. A. *J. Org. Chem.* **1990**, 55, 4744.

**EX-5C**) A mixture of **EX-5B** (0.62 g, 3.01 mmol) and 3N HCl (30 mL) was refluxed overnight. After the reaction mixture was allowed to cool to room temperature, it was washed with ether (2 x 50 mL). The organic layer was discarded. The aqueous layer was neutralized with  $\text{K}_2\text{CO}_3$ , and extracted with ether (4 x 50 mL). The combined ether layers were dried over  $\text{K}_2\text{CO}_3$ , filtered,  
 25 and concentrated to afford 2-aminopyridinecarboxaldehyde (**EX-5C**) as a yellow oil (0.36 g) which solidified upon standing. The crude material was used with any further purification. Reference: Moormann, A. E.; Yen, C. H.; Yu, S. *Syn. Commun.* **1987**, 17, 1695.

**EX-5D**) A mixture of hippuric acid (0.54 g, 3.01 mmol) and acetic anhydride (30 mL) was heated to  $80^\circ\text{C}$ . After 2h, the reaction mixture was homogeneous. The hot reaction mixture was treated with a solution of **EX-5C** (0.37 g, 3.01 mmol) in acetic anhydride. After stirring the reaction mixture for an

additional 16 h, the reaction mixture became heterogeneous. The volatile components were removed *in vacuo*, and the precipitate was filtered. The filter cake was washed with ether (3 x 30 mL), and 0.36 g of 3-benzamido-2-oxo-2H-1,8-naphthyridine (**EX-5D**) was isolated as tan colored powder in 45% yield: <sup>1</sup>H NMR (300 MHz, *d*-DMSO) δ 12.77 (s, 1H), 9.47 (s, 1H), 8.72 (s, 1H), 8.45 (d, *J* = 3.42 Hz, 1H), 8.21-8.18 (m, 1H), 7.95 (d, *J* = 7.6 Hz, 2H), 7.66-7.54 (m, 3H), 7.28 (dd, *J*<sub>1</sub> = 4.6 Hz, *J*<sub>2</sub> = 4.8 Hz, 1H); <sup>13</sup>C NMR (75 MHz, CDCl<sub>3</sub>) δ 165.8, 159.4, 149.2, 146.6, 136.6, 134.3, 133.0, 130.3, 129.61 (2C), 129.58, 127.9, 120.2, 119.8, 115.7; HRMS (EI) calcd for C<sub>15</sub>H<sub>11</sub>N<sub>3</sub>O<sub>2</sub> 266.0930, found 266.0939.

**EX-5E**) A solution of **EX-5D** (0.072 g, 0.271 mmol) in DMF (5 mL) was cooled to 0 °C, and NaH (60% dispersion in mineral oil, 0.013 g, 0.325 mmol) was slowly added. After five minutes, methyl bromoacetate was added dropwise *via* syringe. The reaction mixture was allowed to warm to room temperature, and it was stirred until no starting material remained by TLC. DMF was removed *in vacuo* which afforded a yellow residue. The residue was triturated in water and washed with water and hexanes to afford 0.062g of methyl 2-[3-benzamido-2-oxo-2H-1,8-naphthyridin-1-yl]acetate (**EX-5E**) in 68% yield: <sup>1</sup>H NMR (400 MHz, CDCl<sub>3</sub>) δ 9.30 (s, 1H), 8.88 (s, 1H), 8.45 (d, *J* = 4.6 Hz, 1H), 7.95-7.91 (m, 3H), 7.56-7.46 (m, 3H), 7.23-7.20 (m, 1H), 5.37 (s, 2H), 3.74 (s, 3H); <sup>13</sup>C NMR (100 MHz, CDCl<sub>3</sub>) δ 168.8, 166.1, 159.0, 148.0, 145.5, 136.5, 134.0, 132.6, 129.12, 129.11, 129.08, 128.8, 127.4, 119.8, 119.0, 116.7, 52.7, 43.2; HRMS (EI) calcd for C<sub>18</sub>H<sub>15</sub>N<sub>3</sub>O<sub>4</sub> 338.1156, found 338.1141.

**EX-5F**) A solution of **EX-5E** (0.053 g, 0.157 mmol) in THF and methanol (3:2, 5mL) was treated with 1.0 M LiOH (aq). The reaction mixture was stirred over night. The mixture was concentrated to remove the volatile components. The resulting aqueous solution was acidified with 1N HCl, and a solid precipitated from the solution. After filtration, the filter cake was washed with 1N HCl and water to afford 0.038 g of 2-[3-benzamido-2-oxo-2H-1,8-naphthyridin-1-yl]acetic acid (**EX-5F**) as white solid in 74% yield: <sup>1</sup>H NMR (400 MHz, *d*-DMSO) δ 13.10 (br s, 1H), 9.53 (s, 1H), 8.78 (s, 1H), 8.51-8.50

(m, 1H), 8.26 (d,  $J = 7.8$  Hz, 1H), 7.93 (d,  $J = 8.1$  Hz, 2H), 7.62-7.51 (m, 3H), 7.36-7.32 (m, 1H), 5.14 (s, 2H);  $^{13}\text{C}$  NMR (100 MHz, *d*-DMSO)  $\delta$  169.9, 166.0, 158.7, 148.8, 145.9, 137.5, 134.2, 133.0, 129.5 (2C), 128.8, 128.0 (2C), 120.4, 120.2, 116.2, 43.5; HRMS (EI) calcd for  $\text{C}_{17}\text{H}_{13}\text{N}_3\text{O}_4$  324.1004,

5 found 324.098.

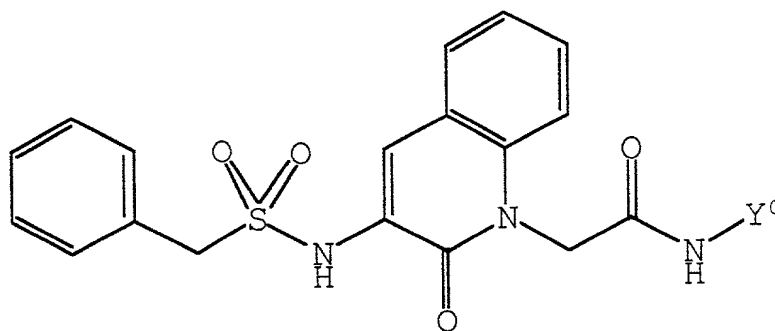
**EX-5G**) A solution of **EX-5F** (0.099g, 0.30 mmol) in 3 mL of DMF was treated with N-hydroxybenzotriazole (0.054 g, 0.40 mmol), and 1-[3-(dimethylamino)propyl]-3-ethylcarbodiimide hydrochloride (0.076 g, 0.40 mmol), and N,N-diisopropylethylamine (0.37 mL, 2.14 mmol). The resulting mixture was allowed to stir for 15 minutes at room temperature. The reaction mixture was then treated with 4-(N-Cbz-amidino)benzylamine (0.127 g, 0.40 mmol) as a solution in DMF (3 mL). The resulting reaction mixture was allowed to stir for 18 hours. The reaction mixture was partitioned between ethyl acetate and a saturated  $\text{NH}_4\text{Cl}$ (aq) solution. The separated organic layer was washed with saturated  $\text{K}_2\text{CO}_3$  (aq), saturated  $\text{NH}_4\text{Cl}$  (aq), and brine. The organic solution was dried ( $\text{Na}_2\text{SO}_4$ ), filtered and concentrated. (**EX-5G**) was isolated as a white solid, and the crude product was used in the next step without further purification: HRMS (EI) calcd for  $\text{C}_{33}\text{H}_{28}\text{N}_6\text{O}_5$  589.2178, found 589.2199.

A solution of Cbz-amidine (**EX-5G**) (0.090 g, 0.15 mmol) in 6 mL of methanol, and 1 mL of 4 N HCl in dioxane was treated with 25 mg of 10% Pd/C in one portion. The resulting reaction mixture was stirred under hydrogen gas (25 psi) for 18 hours. After filtration of the reaction mixture through a pad of Celite, the solvent was removed under reduced pressure. Slow addition of 1 M HCl precipitated pure product of the invention as a white solid:  $^1\text{H}$  NMR (400 MHz, *d*-DMSO)  $\delta$  9.52 (s, 1H), 9.24 (s, 2H), 8.91-8.83 (m, 2H), 8.77 (s, 1H), 8.53-8.52 (m, 1H), 8.27 (d,  $J = 7.5$  Hz, 1H), 7.93 (d,  $J = 7.5$  Hz, 2H), 7.73 (d,  $J = 8.3$  Hz, 2H), 7.63-7.61 (m, 1H), 7.56-7.52 (m, 2H), 7.43 (d,  $J = 8.1$  Hz, 2H), 7.37-7.34 (m, 1H), 5.17 (s, 2H), 4.35 (d,  $J = 5.9$  Hz, 2H);  $^{13}\text{C}$  NMR (100 MHz, *d*-DMSO)  $\delta$  167.7, 166.0, 165.9, 159.0, 148.6, 146.4, 146.2, 137.4, 134.2, 133.1, 129.6, 128.9, 128.8, 127.93 (2C), 127.88 (2C), 127.0, 120.21, 120.16, 116.5, 72.9, 60.9, 44.8, 42.4; HRMS (EI) calcd for  $\text{C}_{25}\text{H}_{22}\text{N}_6\text{O}_3$  455.1832, found 455.1840.

Additional substituted N-[Substituted]-(3-benzylsulfonylamino-2-oxo-2H-quinolin-1-yl)acetamides can be prepared by one skilled in the art using methods similar to those above. These acetamides as shown in **Example Table 1**.

5

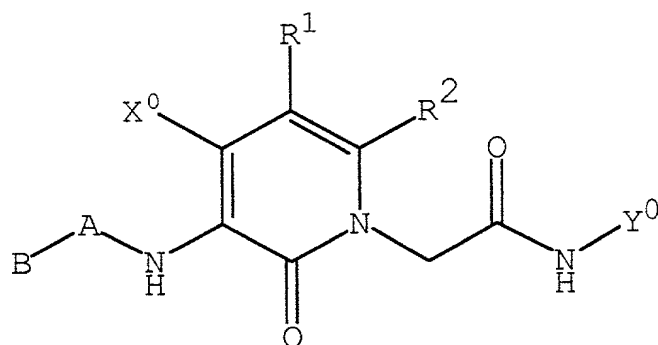
**Example Table 1.** N-[Substituted]-(3-benzylsulfonylamino-2-oxo-2H-quinolin-1-yl)acetamides.



Ex.No.	Y <sup>0</sup>
6	2-[4-Aminophenyl]ethyl
7	4-aminobutyl
8	5-aminopentyl
9	6-(N,N-dimethylamino)hexyl
10	4-Aminomethylbenzyl
11	3-Aminomethylbenzyl
12	3-[Imidazo-1-yl]propyl
13	2-[Imidazo-5-yl]ethyl
14	2-[Pyrid-3-yl]ethyl
15	3-[N-Methylpiperidin-4-yl]propyl
16	4-Aminobenzyl

10

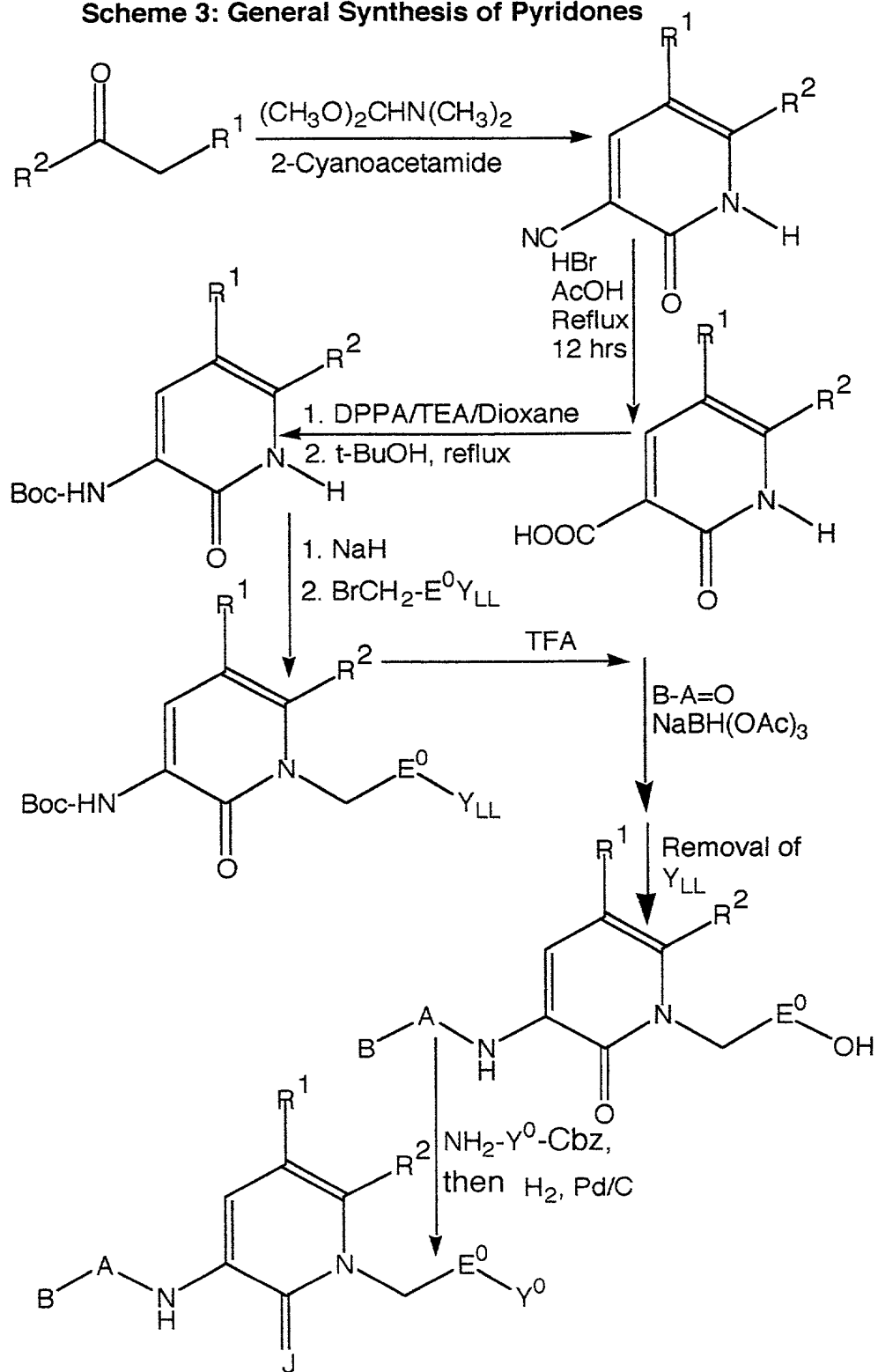
The pyridone analogs of the present invention have the general structure as shown in **Figure 2**.



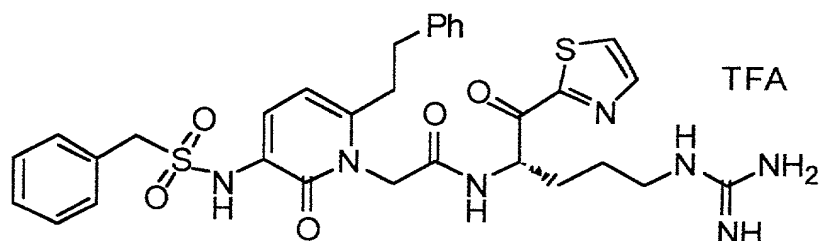
5                      **Figure 2. General Structure of Pyridone Analogues**

The general synthetic route is illustrated in **Scheme 3** wherein substituents are as defined herein. These compounds are exemplified in **Examples 17 through 23**.

## Scheme 3: General Synthesis of Pyridones



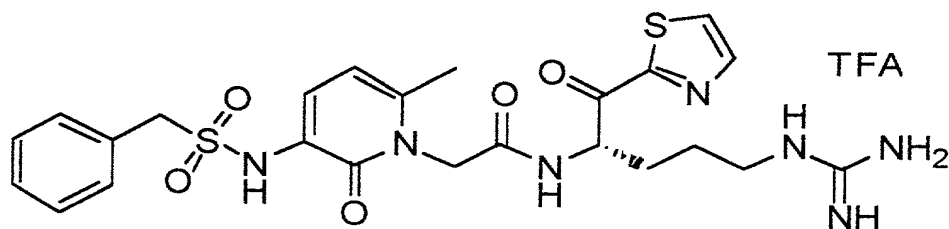
## Example 17



N-[[2(S)- 2-[1-hydroxy-1-(2-thiazolyl)]-5-[[[(4-methoxy-2,3,6-  
 trimethyl)sulfonylamino] iminomethyl]amino]pentyl]-6-(2-phenylethyl)-2-oxo-3-  
 5 [[(phenylmethyl) sulfonyl]amino]-1(2H)-pyridineacetamide (0.084 g, 0.098 mmol)  
 was treated with 1,3-dihydro-1-hydroxy-3,3-bis(trifluoromethyl)-1-oxide-1,2-  
 benziodoxole (0.0588 g, 0.147 mmole) in 1 ml acetonitrile. Similar work-up  
 procedure as in preparing **EX-1E** was used to yield the oxidation product. The  
 oxidation product was treated with thioanisole (0.073 g, 0.59 mmol) and 3 ml  
 10 trifluoroacetic acid for 6 hours. After removing the TFA, the residue was triturated  
 in ether. It was purified by a preparative C-18 reverse HPLC column using a  
 gradient that proceed from 5% to 95% acetonitrile in H<sub>2</sub>O in the presence of 0.1%  
 TFA in 30 minutes to yield the product, N-[[2(S)- 2-[1-Oxo-1-(2-thiazolyl)]-5-  
 15 [[[(amino)iminomethyl]amino] pentyl]-6-(2-phenylethyl)-2-oxo-3-  
 [[(phenylmethyl)sulfonyl]amino]-1(2H)-pyridineacetamide trifluoroacetic acid salt,  
 as a white amorphous solid (0.0232 g, y = 31 %). HPLC-MS (0 to 95% AcCN / 6  
 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 3.43 min, M+H<sup>+</sup> = 650.2  
 for formula C<sub>31</sub>H<sub>35</sub>N<sub>7</sub>O<sub>5</sub>S<sub>2</sub>.

20

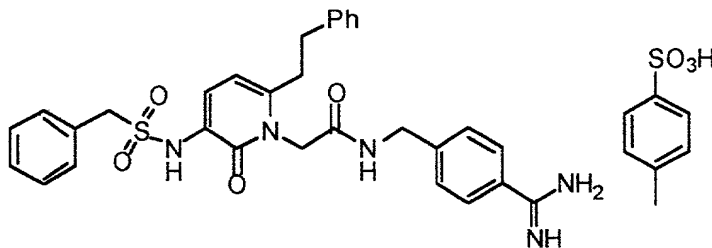
## Example 18



This compound, N-[[2(S)- 2-[1-Oxo-1-(2-thiazolyl)]-5-  
 [(amino)iminomethyl]-amino] pentyl]-6-methyl-2-oxo-3-  
 25 [[(phenylmethyl)sulfonyl]amino]-1(2H)-pyridineacetamide trifluoroacetic acid salt,  
 was prepared in a similar fashion as for **Example 1**. HPLC-MS (0 to 95% AcCN

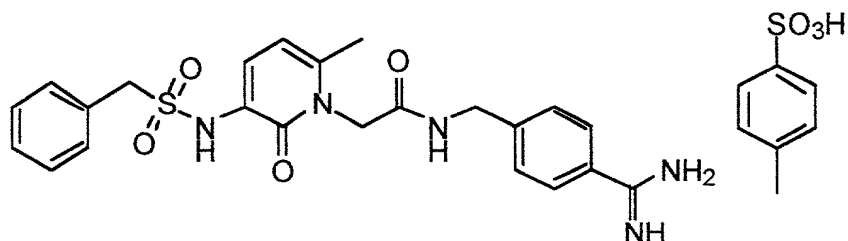
/ 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 2.69 min,  $M+H^+$  = 560.3 for formula  $C_{24}H_{29}N_7O_5S_2$ .

### Example 19



5 The compound, N-[[4-(amino)iminomethyl]phenyl]methyl]-6-(2-phenylethyl)-2-oxo-3-[[[(phenylmethyl)sulfonyl]amino]-1(2H)-pyridine]acetamide *p*-toluenesulfonic acid salt, was synthesized in a similar fashion as for **Example 2** using 6-(2-phenylethyl)-2-oxo-3-[[[(phenylmethyl) sulfonyl]amino]-1(2H)-pyridine]acetic acid as starting material. HPLC-MS (0 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 3.23 min,  $M+H^+$  = 558.5 for formula  $C_{30}H_{31}N_5O_4S$ .  $^1H$  NMR (400 MHz,  $CD_3OD$ ):  $\delta$  2.36 (s, 3H), 2.92 (bm, 4H), 4.43 (s, 2H), 4.54 (s, 2H), 4.87 9s, 2H), 6.10 (d,  $J$  = 8.0 Hz, 1H), 7.21 (m, 5H), 7.26-7.31 (m, 8H), 7.55 (d,  $J$  = 8.4 Hz, 2H), 7.69 (d,  $J$  = 8.0 Hz, 2H), 7.71 (d,  $J$  = 8.0 Hz, 2H).

### Example 20

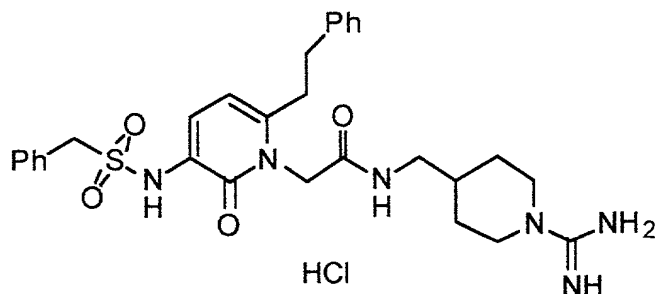


20 This compound, N-[[4-(amino)iminomethyl]phenyl]methyl]-6-methyl-2-oxo-3-[[[(phenylmethyl)sulfonyl]amino]-1(2H)-pyridine]acetamide *p*-toluenesulfonic acid salt, was synthesized in a similar fashion as for **Example 2** using 6-methyl-2-oxo-3-[[[(phenylmethyl)sulfonyl] amino]-1(2H)-pyridine]acetic acid as starting material. HPLC-MS (0 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 2.41 min,  $M+H^+$  = 468.1 for formula  $C_{23}H_{25}N_5O_4S$ .  $^1H$  NMR (400 MHz,  $CD_3OD$ ):  $\delta$  2.34 (s, 3H), 2.36 (s, 3H), 4.43 (s, 2H), 4.53 (s, 2H), 4.87 (s, 2H), 6.15 (d,  $J$  = 7.6 Hz, 1H), 7.21-7.31



(m, 8H), 7.56 (d, J = 8.4 Hz, 2H), 7.69 (d, J = 8.0 Hz, 2H), 7.72 (d, J = 8.0 Hz, 2H), 8.70 (b, 1H), 9.19 (b, 1H).

### Example 21

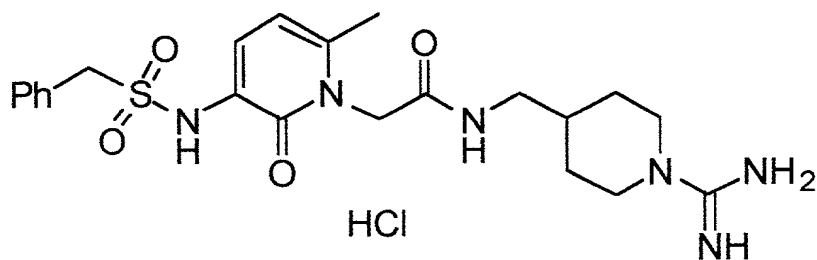


5

This compound was synthesized in a similar fashion as for **Example 2** using 6-(2-phenylethyl)-2-oxo-3-[[[(phenylmethyl)sulfonyl] amino]-1(2*H*)-pyridineacetic acid as starting material and coupling it with 4-[1-(*N,N*-bis-Boc-amidino)piperidinyl]methylamine. The coupling product was treated with 4*N* HCl in dioxane to generate the product. The compounds were purified by reverse phase C-18 HPLC to generate the final pure products. HPLC-MS (0 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 3.10 min,  $M+H^+ = 565.6$  for formula  $C_{29}H_{37}N_6O_4S$ .

15

### Example 22



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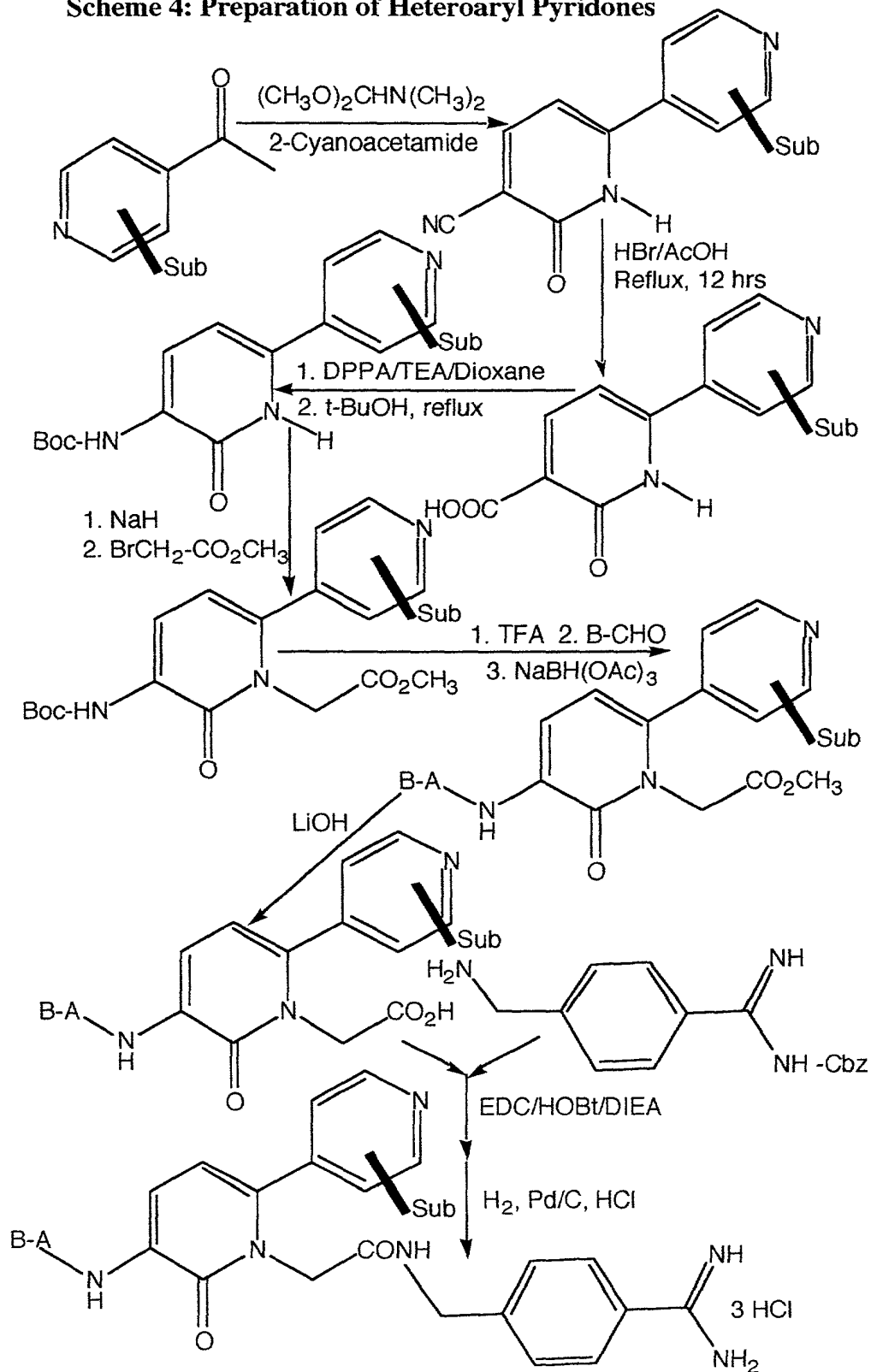
This compound was synthesized in a similar fashion as for **Example 2** using 6-methyl-2-oxo-3-[[[(phenylmethyl)sulfonyl] amino]-1(2*H*)-pyridineacetic acid as starting material and coupling it with 4-[1-(*N,N*-bis-Boc-amidino)piperidinyl]methylamine. The coupling product was treated with 4*N* HCl in dioxane to generate the product. The compounds were purified by reverse phase C-18 HPLC to generate the final pure products. HPLC-MS (0 to 95% AcCN / 6

min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 2.42 min,  $M+H^+ = 475.3$   
for formula  $C_{22}H_{31}N_6O_4S$ .

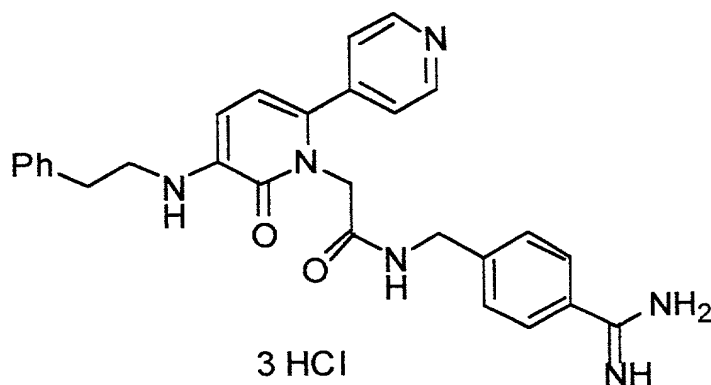
- One subclass of pyridone analogs have a heteroaryl group substituting the pyridone ring at the 5 or 6 position. **Scheme 4** illustrates a process to prepare heteroaryl substituted pyridones. The preparation procedure is exemplified in **Example 23** for the preparation of a 6-substituted pyridyl group although it will be readily recognized that a wide variety of substituted pyridines and other 5 and 6 membered heteroaryl groups can be introduced using the procedure described below.

10

## Scheme 4: Preparation of Heteroaryl Pyridones



## Example 23



**EX-23A)** One equivalent of commercially available 4-acetylpyridine is treated with three equivalents N, N-dimethylformamide dimethyl acetal in refluxing acetonitrile for 12 hours. After removing the solvent and excess amount of N, N-dimethylformamide dimethyl acetal, the resulting yellow solid is dissolved in DMF. To this solution is added one equivalent cyanoacetamide and two equivalents of sodium methoxide. The resulting mixture is heated at 100 °C for 5 hours. After cooling down, the reaction mixture is mixed with water and acidified with HCl to pH 5. The resulting yellow precipitate is filtered, washed with water and dried via vacuum to give the product **EX-23A** as a yellow solid.

**EX-23B)** Compound **EX-23A** is heated to reflux in one portion of 48% aqueous HBr and two portions of acetic acid for 12 hours. After the mixture is cooled down, mixed with water and adjusted the pH to 5, a light yellow precipitate is formed. The light yellow precipitate is filtered and washed with 1N HCl and water, dried via vacuum to give the product **EX-23B** as an off-white solid.

**EX-23C)** Compound **EX-23B** is treated with 1.1 equivalent of DPPA, 1 equivalent triethylamine in dioxane at refluxing temperature for two hours. Five equivalents t-butanol is added into the mixture, and the mixture is then refluxed overnight. After removing the solvent, the remaining residue is worked up by standard aqueous work-up procedure. The residue is then purified by silica gel column chromatography to yield Compound **EX-23C**.

**EX-23D)** Compound **EX-23C** is mixed with one equivalent sodium hydride in DMF and one equivalent methyl bromoacetate subsequently. After stirring at ambient temperature for 12 hours, the reaction is worked up by standard procedure. The product **EX-23D** is purified by silica gel column chromatography.

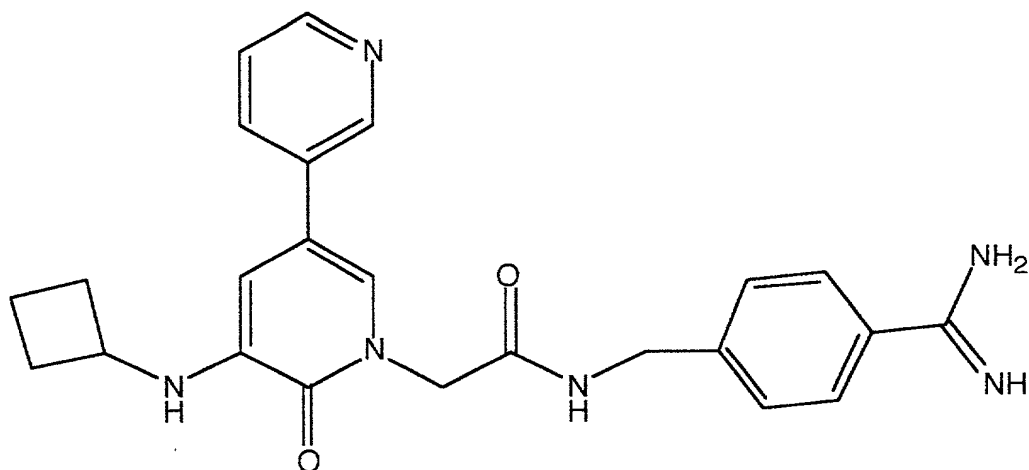
**EX-23E)** Compound **EX-23D** is treated with 50% TFA in dichloromethane for 1 hour. After removing the solvent and TFA, the residue is redissolved in THF with one equivalent of triethylamine. To this solution is added one equivalent phenylacetaldehyde and two equivalents sodium triacetoxymethylborohydride. After stirring for 12 hours, the reaction is quenched with addition of aqueous ammonium chloride. Standard aqueous work-up and silica gel column chromatography yields the desired product **EX-23E**.

**EX-23F)** Compound **EX-23E** is treated with 1M LiOH in 1: 1: 1 ratio of THF, methanol and water for half hour. After it is acidified with 1N HCl, the organic solvent is removed and a precipitate will form. The precipitate is filtered, washed with water and dried by vacuum to give the desired product **EX-23F**. Compound **EX-23F** is treated with one equivalent EDC and HOBt in the presence of three equivalents diisopropylethylamine in DMF for 10 minutes. One equivalent of 4-aminomethylbenzamidinium, which is protected with Cbz at the amidine, is then added into the reaction mixture. After stirring at ambient temperature for four hours, the reaction mixture is worked up by standard procedure and the product **EX-23G** is purified by silica gel column chromatography.

Compound **EX-23G** is dissolved in methanol in the presence of 5 equivalents of HCl and 5% equivalent of 10% Pd /C. The mixture is stirred under an atmosphere of hydrogen (ambient pressure) for five hours. After filtration and removing the solvent, Compound **23** is obtained as the pure product.

In a related procedure, 5-substituted pyridones can be prepared as illustrated in **Examples 24** and **25**.

## Example 24



**EX-24A)** 3-Nitro-2-hydroxypyridine (49.5 g, 0.35 mol) and 10% Pd/C (4.21 g, 4 mmol) in 500 ml ethanol was stirred under an atmosphere of hydrogen introduced via a balloon for 24 hours. After filtering through a pad of Celite 545 and removing the ethanol, a brown solid was obtained as the pure product, 3-aminopyrid-2-one, (38 g, 97%). HPLC-MS (0 to 30% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 0.097 min,  $M+H^+ = 111.1$  for formula  $C_5H_7N_2O$ .

**EX-24B)** Compound **EX-24A** (27.25 g, 0.248 mol) was treated with Boc anhydride (59.47 g, 0.272 mol), triethylamine (52 ml, 0.372 mol) and DMAP (1.5 g, 12.4 mmol) in 500 ml DCM for 4 hours. After an aqueous work-up and removing the solvent, the residue was passed through a short silica gel plug using 40% ethylacetate in hexane as eluent to yield the crude product (28 g, 56%). Pure product, 3-(N-Boc-amino)pyrid-2-one, was obtained by recrystallization in acetone as a needle-like white crystalline solid. HPLC-MS (0 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 2.39 min,  $M\text{-Boc} + H^+ = 111.1$  for formula  $C_5H_7N_2O$ .  $^1H$  NMR (400 MHz,  $CDCl_3$ ):  $\delta$  1.52 (s, 9H), 6.32 (t,  $J = 7.2$  Hz, 1H), 7.00 (dd,  $J = 6.4, 1.6$  Hz, 1H), 7.55 (s, 1H), 8.10 (d,  $J = 6.4$  Hz, 1H), 12.86 (b, 1H).  $^{13}C$  NMR (101 MHz,  $CDCl_3$ ):  $\delta$  28.2, 80.8, 107.7, 121.8, 125.2, 129.7, 152.7, 158.8.

**EX-24C)** Compound **EX-24B** (13.58 g, 64.6 mmol) and N-iodosuccinimide (21.8 g, 97 mmol) in 250 ml dichloromethane was stirred at room temperature for 18 hours. After filtration to remove the by-product succinimide,

the solvent was removed under reduced pressure. The remaining residue was subjected to a silica gel flash chromatography to yield a brown solid as the product, 3-(N-Boc-amino)-5-iodopyrid-2-one, (17.3g, 80%). HPLC-MS (0 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 3.22 min,

5  $M + Na^+ = 359.0$  for formula  $C_{10}H_{13}IN_2O_3Na$ .

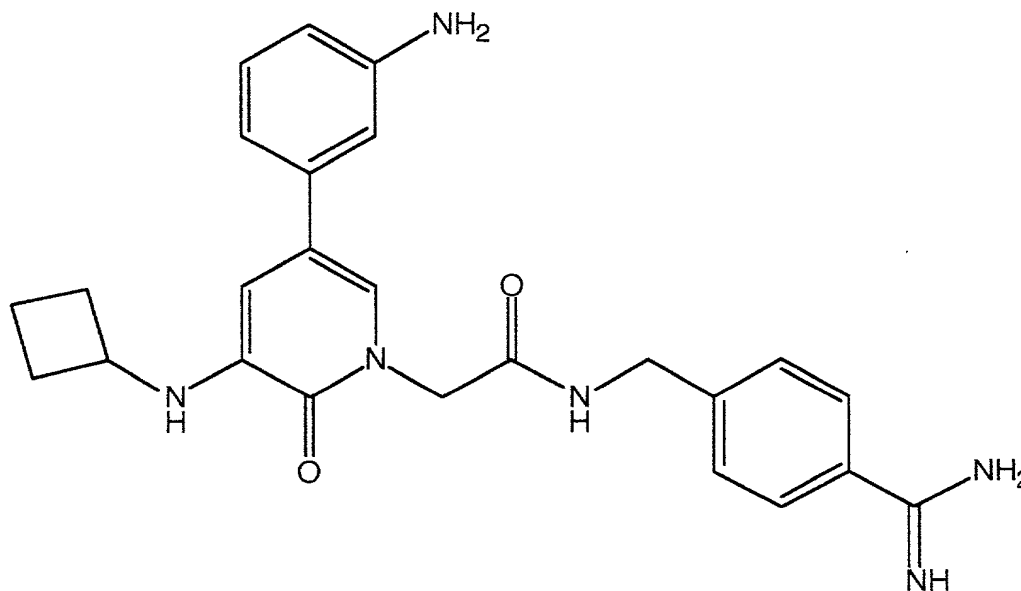
**EX-24D)** Compound **EX-24C** (9.62 g, 28.6 mmol) was treated with sodium hydride (1.71 g, 42.9 mmol) 60% in mineral oil in 200 ml THF for 10 minutes. To this mixture was added methyl bromoacetate (4.33 ml, 45.8 mmol). The resulting structure was stirred at room temperature for 1 hour. After removing  
10 the THF, the residue was washed with hexanes to remove the mineral oil. It was then partitioned between ethylacetate and saturated aqueous ammonium chloride. The organic layer was washed with saturated aqueous ammonium chloride three times and dried over anhydrous  $MgSO_4$ . After removing the solvent, a yellow amorphous solid was obtained as the product, methyl 2-[3-(N-Boc-amino)-5-iodo-  
15 2-oxopyrid-2-yl]acetate, (11.1 g, 95%).

**EX-24E)** 3-Pyridyl boronic acid (2.0 g, 4.93 mmol) was suspended in 80 ml toluene and the mixture was degassed by bubbling nitrogen through for 10 minutes. Tetrakis-(triphenyl)phosphine Palladium (0.54 g, 0.46 mmol) was dissolved in a pre-degassed mixture of 20 ml toluene and 50 ml methanol. The  
20 catalyst solution was added to the boronic acid solution under nitrogen. To this resulting mixture was added compound **EX-24D** (3.80 g, 9.31 mmol) in 25 ml methanol followed with 22 ml 2M  $Na_2CO_3$  solution. The reaction solution was heated to reflux for 2.5 hours. After it was cooled down to room temperature, it was mixed with 10 ml 2.5N NaOH and was stirred for an half hour. After  
25 removing all the solvent, the remaining residue was re-dissolved in methanol and the pH of the solution was adjusted to 6 with 1 N HCl. After removing all the solvent, the residue was absorbed on silica gel and subjected to silica gel flash chromatography using 5% methanol in DCM as the eluate. The pure product, methyl 2-[3-(N-Boc-amino)-5-(pyrid-3-yl)-2-oxopyrid-2-yl]acetate (**EX-24E**),  
30 was obtained as a white amorphous solid (1.01 g, 57%). HPLC-MS (5 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C): retention time 1.89 min,  $M+H^+ = 346.0$  for formula  $C_{17}H_{19}N_3O_5$ .  $^1H$  NMR (400 MHz,  $CDCl_3$ ): d 1.53 (s, 9H), 4.82 (s, 2H), 7.62 (d, J = 2.4 Hz, 1H), 7.87 (t, J = 6.0, 1H), 8.36 (s, 1H), 8.47 (d, J = 8.4 Hz, 1H), 8.68 (d, J = 4.4 Hz, 1H), 9.05 (s, 1H).  $^{13}C$  NMR (101

MHz, CDCl<sub>3</sub>): δ 28.0, 50.9, 81.6, 113.8, 117.3, 126.5, 128.9, 130.4, 136.4, 139.8, 140.4, 140.6, 152.7, 156.6, 169.0.

Starting with the intermediate **EX-24E**, the final inhibitor compound is synthesized in a similar fashion as described in other examples by procedures described above.

### Example 25



**EX-25A**) 3-Nitrobenzeneboronic acid (1.41 g, 8.43 mmol) was suspended in 50 ml dioxane and the mixture was degassed with nitrogen. Tetrakis-  
 10 (triphenyl)phosphine Palladium (0.406 g, 0.35 mmol) dissolved in 10 ml dioxane was added to the boronic acid solution under nitrogen. To this mixture was added compound **EX-24D** (2.87 g, 7.03 mmol) and 7 ml 2M potassium phosphate solution. The reaction mixture was heated to reflux for 3 hours. After removing the dioxane, the remaining residue was partitioned between ethylacetate and  
 15 aqueous saturated ammonium chloride. The organic layer was washed with aqueous saturated ammonium chloride and dried over sodium sulfate. The pure product was isolated by a silica gel column flash chromatography to yield a yellow crystalline solid (1.13 g, 40%). The product, methyl 2-[3-(N-Boc-amino)-5-(3-nitrophenyl)-2-oxopyrid-2-yl]acetate, showed one peak on LC-MS. However, it is  
 20 a mixture of two isomers with a ratio of 2.8 to 1 based on <sup>1</sup>H NMR and <sup>13</sup>C NMR. One isomer has the nitro group at the same side of the Boc amino group, the other in the opposite direction. The NMR data only lists the dominant isomer here.

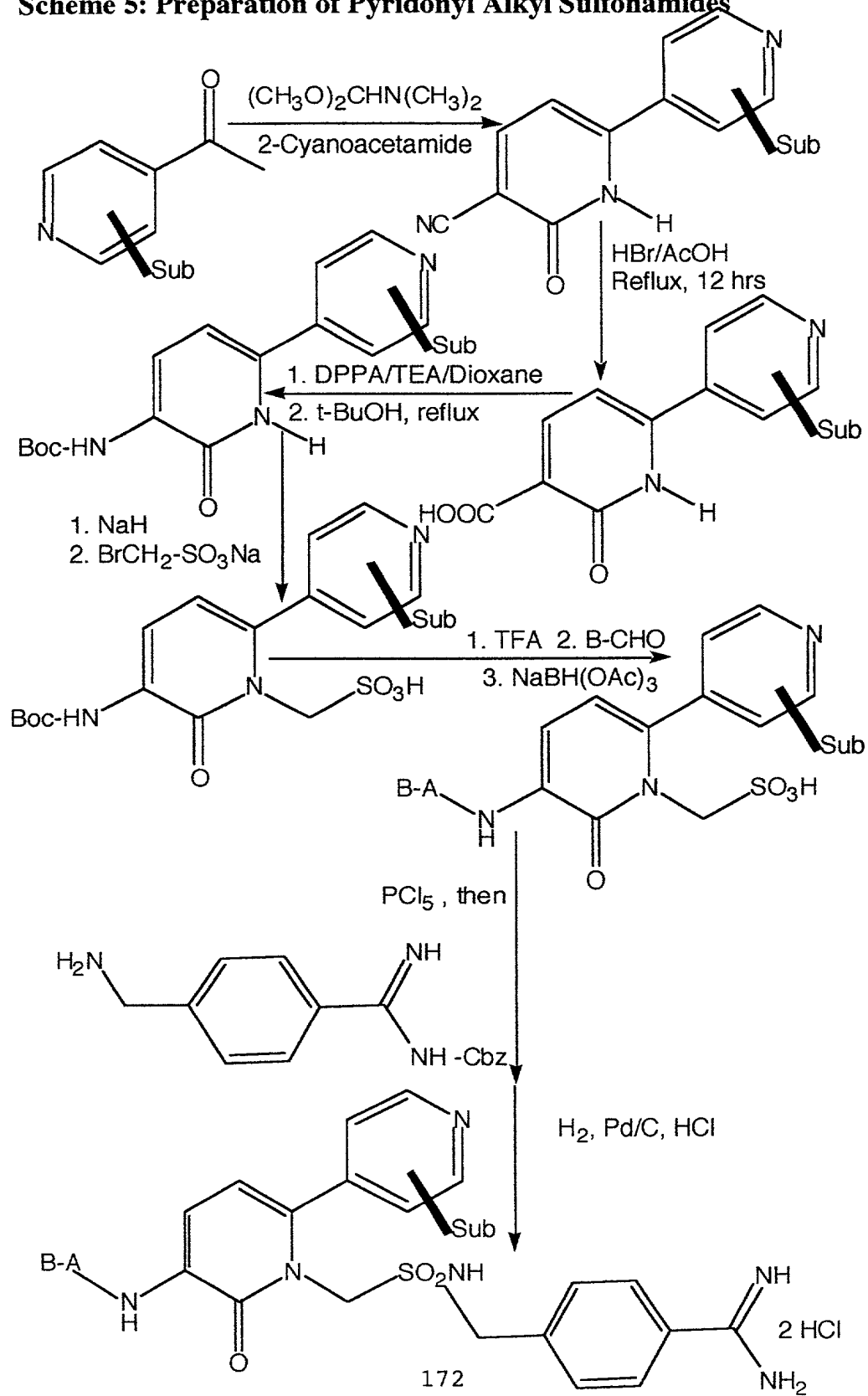


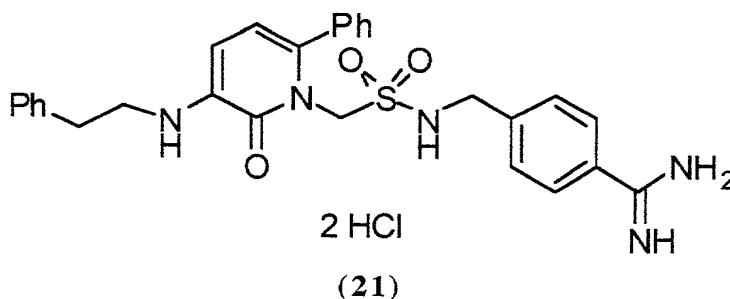
- HPLC-MS (5 to 95% AcCN / 6 min @ 1.0 mL / Min @ 254 nm @ 50 °C):  
 retention time 3.74 min,  $M+Na^+ = 426.3$  for formula  $C_{19}H_{21}N_3O_7Na$ .  $^1H$  NMR  
 (400 MHz,  $CDCl_3$ ): d 1.50 (s, 9H), 3.82 (s, 3H), 4.80 (s, 2H), 7.20 (d,  $J = 2.4$   
 Hz, 1H), 7.56 (t,  $J = 8.0$ , 1H), 7.66 (s, 1H), 7.81 (d,  $J = 8.0$  Hz, 1H), 8.15 (d,  
 5 J = 8.0 Hz, 1H), 8.28 (d,  $J = 2.4$  Hz, 1H), 8.36 (s, 1H).

Starting with the intermediate **EX-25A**, the final inhibitor compound is synthesized in a similar fashion as described in other examples by procedures described above.

- Preparation of sulfonyl analogs of pyridones of the present invention in  
 10 which a sulfonyl replaces the carbonyl group of the N-1 acetamide side chain can be accomplished by use of the general procedure in **Scheme 3**. **Example 26**, a specific example of a sulfonamide of the present invention, is synthesized as according to the general procedure shown in **Scheme 5**.

# **Scheme 5: Preparation of Pyridonyl Alkyl Sulfonamides**



**Example 26**

Compound **EX-26C** can be prepared using same methods as described in

5 **Example 23** for compounds **EX-23A**, **EX-23B**, and **EX-23C**.

**EX-26D)** Compound **EX-26C** is treated with 1.1 equivalent NaH and 1.5 equivalents sodium bromomethanesulfonate in DMF overnight. The reaction is quenched by dilution with water and addition of 1N HCl to adjust the reaction solution to a pH of 3 to precipitate the product. The crude product is obtained by  
10 filtration and washing with water and ether. The pure product **EX-26D** is further purified by recrystallization in ethanol.

**EX-26E)** Compound **EX-26D** is treated with 50% TFA in dichloromethane for 1 hour. After removing the solvent and TFA, the residue is redissolved in THF/Methanol with one equivalent of triethylamine. To this  
15 solution is added one equivalent phenylacetaldehyde and two equivalents sodium triacetoxyborohydride. After stirring for 12 hours, the reaction is quenched with addition of aqueous ammonium chloride. Standard aqueous work-up and silica gel column chromatography yields the desired product **EX-26E**.

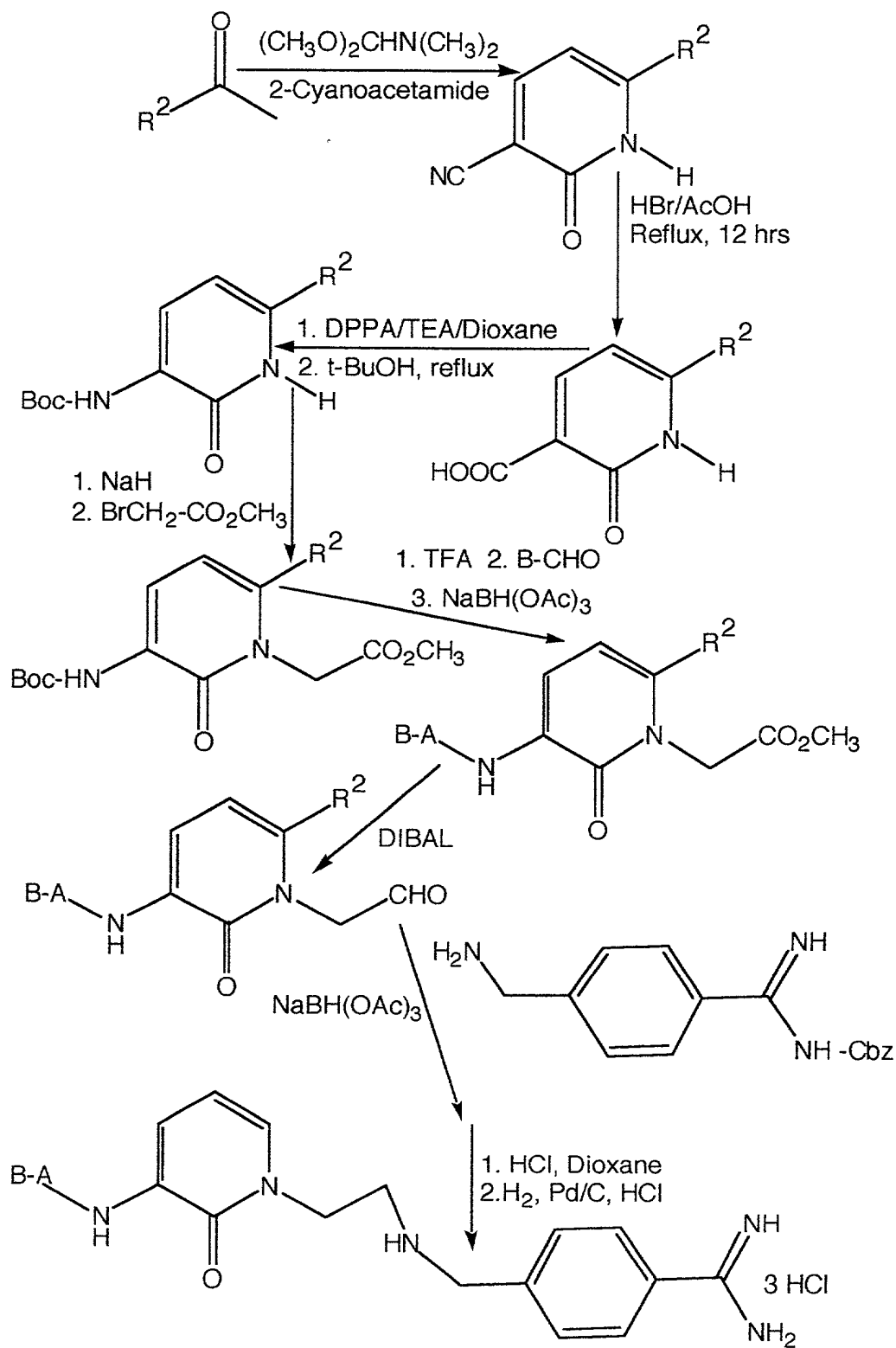
**EX-26F)** Compound **EX-26E** is treated with one equivalent  $\text{PCl}_5$  in  
20 toluene for an half hour. One equivalent of 4-aminomethylbenzamidine, which is protected with Cbz at the amidine, is then added into the reaction mixture followed with the addition of five equivalents pyridine. The mixture is allowed to be stirred for 12 hours. The reaction mixture is worked up by standard procedure and the product **EX-26F** is purified by silica gel column chromatography.

25 Compound **26** is prepared from **EX-26F** using the procedure for compound **23** in **Example 23**.

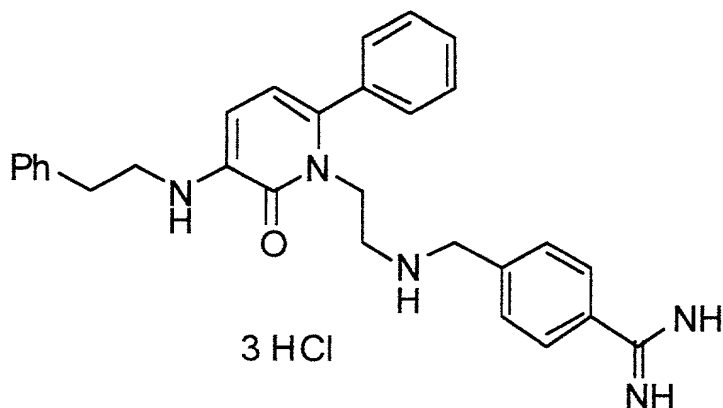
Preparation of methylene analogs of pyridones of the present invention in which a methylene replaces the carbonyl group of the N-1 acetamide side chain can be accomplished by using the essential features of the general procedure in

**Scheme 3. Example 27**, a specific example of an ethyleneamine of the present invention, can be synthesized as shown specifically in **Scheme 6**.

# **Scheme 6: Preparation of Ethylene Pyridone Analogs**



## Example 27



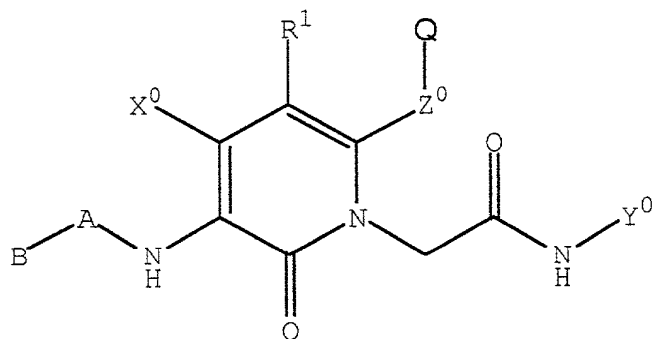
**EX-27A)** To a ether solution of pyridinylacetate ester with the B-A group added, diisobutylaluminum hydride (5 eq.) is added at -78 °C. After 30 minutes stirring, methanol is added to quench the reaction. The resulting mixture is poured into a saturated aqueous solution of Rochelle salt. The layers are separated, and the aqueous layer is extracted with ethyl ether. The combined extract is dried over  $\text{MgSO}_4$ , and the solvent is evaporated to dryness. The remaining residue is subjected to a silica gel column chromatography to yield the pure product aldehyde (**EX-27A**).

**EX-27B)** Compound **EX-27A** is mixed with one equivalent of Cbz protected 4-amidinobenzylamine and two equivalents sodium triacetoxyborohydride in THF. The reaction mixture is worked up according to the standard procedure. The product **EX-27B** is purified by silica gel column chromatography.

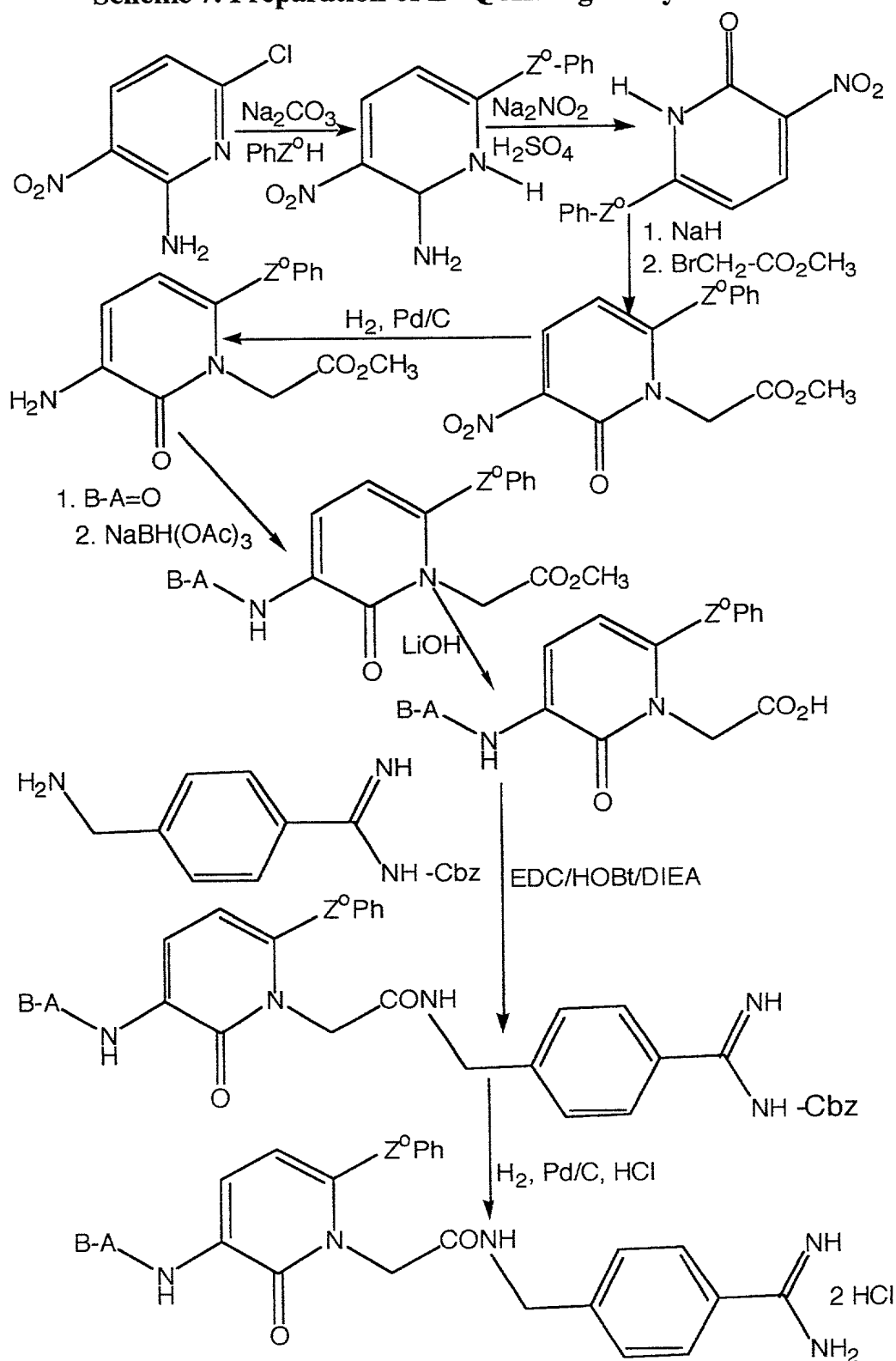
Compound **EX-27B** is first treated with 4N HCl in dioxane for 4 hours. After removing the dioxane, the residue is re-dissolved in methanol in the presence of 5 equivalents of HCl and 5% equivalent of 10 % Pd /C. The mixture is stirred under an atmosphere of hydrogen (ambient pressure) for five hours. After filtration and removing the solvent, the compound is obtained as the pure product.

Another subclass of pyridone analogs have the general structure as shown in **Figure 3**. Substituents are defined as disclosed herein.  $Z^0$  can be heteroatoms such as S, O, N, and others. The synthesis of this subclass of pyridone analogs is exemplified as in the synthesis of **Example 28** as summarized in **Scheme 7**.

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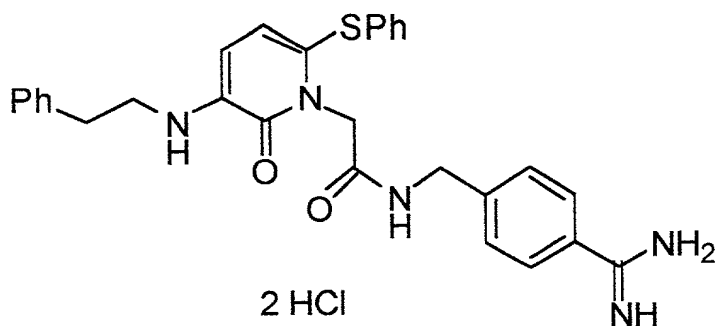
**Figure 3**

10

Scheme 7. Preparation of  $Z^0$ -Q Analogs of Pyridones



### Example 28



**EX-28A)** Commercially available compound **2-amino-3-nitro-6-chloropyridine** is reacted with one equivalent of phenylthiol in the presence of sodium carbonate in DMF at 80 °C. After the completion of the reaction, the reaction mixture is mixed with water. Filtration yields the crude product **EX-28A** that can be purified by recrystallization in methanol.

**EX-28B)** Compound **EX-28A** is dissolved in 12N H<sub>2</sub>SO<sub>4</sub> and the solution is treated with aqueous solution of NaNO<sub>2</sub> (3 eq.) firstly at 0 °C, then at 100 °C. Dilution with water precipitates the product. Filtration and washing with water and ether yields the crude product **EX-23B** that can be further purified by recrystallization in ethanol.

**EX-28C)** Compound **EX-28B** is mixed with one equivalent sodium hydride in DMF and one equivalent methyl bromoacetate subsequently. After stirring at ambient temperature for 12 hours, the reaction is worked up by standard procedure. The product **EX-28C** is purified by silica gel column chromatography.

**EX-28D)** Compound **EX-28C** is dissolved in methanol in the presence of 5% equivalent of 10% Pd /C. The mixture is stirred under an atmosphere of hydrogen (ambient pressure) for an half hour. After filtration and removing the solvent, Compound **EX-28D** is obtained as the pure product.

Example compound **28** can be prepared from **EX-28D** in a similar fashion as described in the preparation of compounds **EX-23E**, **EX-23F**, **EX-23G** and **23**.

Formula (I) compounds of this invention possessing hydroxyl, thiol, and amine functional groups can be converted to a wide variety derivatives. Alternatively, derivatized Formula (I) compounds can be obtained by first derivatizing one or more intermediates in the processes of preparation before

- 006750 074650
- further transforming the derivatized intermediate to compounds of Formula (I). A hydroxyl group in the form of an alcohol or phenol can be readily converted to esters of carboxylic, sulfonic, carbamic, phosphonic, and phosphoric acids. Acylation to form a carboxylic acid ester is readily effected using a suitable
- 5 acylating reagent such as an aliphatic acid anhydride or acid chloride. The corresponding aryl and heteroaryl acid anhydrides and acid chlorides can also be used. Such reactions are generally carried out using an amine catalyst such as pyridine in an inert solvent. Similarly, carbamic acid esters (urethanes) can be obtained by reacting a hydroxyl group with isocyanates and carbamoyl chlorides.
- 10 Sulfonate, phosphonate, and phosphate esters can be prepared using the corresponding acid chloride and similar reagents. Compounds of Formula (I) that have at least one thiol group present can be converted to the corresponding thioesters derivatives analogous to those of alcohols and phenols using the same reagents and comparable reaction conditions. Compounds of Formula (I) that have
- 15 at least one primary or secondary amine group present can be converted to the corresponding amide derivatives. Amides of carboxylic acids can be prepared using the appropriate acid chloride or anhydrides with reaction conditions analogous to those used with alcohols and phenols. Ureas of the corresponding primary or secondary amine can be prepared using isocyanates directly and
- 20 carbamoyl chlorides in the presence of an acid scavenger such as triethylamine or pyridine. Sulfonamides can be prepared from the corresponding sulfonyl chloride in the presence of aqueous sodium hydroxide or a tertiary amine. Suitable procedures and methods for preparing these derivatives can be found in House's Modern Synthetic Reactions, W. A. Benjamin, Inc., Shriner, Fuson, and Curtin in
- 25 The Systematic Identification of Organic Compounds, 5th Edition, John Wiley & Sons, and Fieser and Fieser in Reagents for Organic Synthesis, Volume 1, John Wiley & Sons. Reagents of a wide variety that can be used to derivatize hydroxyl, thiol, and amines of compounds of Formula (I) are available from commercial sources or the references cited above, which are incorporated herein by reference.
- 30 Formula (I) compounds of this invention possessing hydroxyl, thiol, and amine functional groups can be alkylated to a wide variety of derivatives. Alternatively, alkylated Formula (I) compounds can be obtained by first alkylating one or more intermediates in the processes of preparation before further transforming the alkylated intermediate to compounds of Formula (I). A hydroxyl
- 35 group of compounds of Formula (I) can be readily converted to ethers. Alkylation

to form an ether is readily effected using a suitable alkylating reagent such as an alkyl bromide, alkyl iodide or alkyl sulfonate. The corresponding aralkyl, heteroaralkyl, alkoxyalkyl, aralkyloxyalkyl, and heteroaralkyloxyalkyl bromides, iodides, and sulfonates can also be used. Such reactions are generally carried out using an alkoxide forming reagent such as sodium hydride, potassium t-butoxide, sodium amide, lithium amide, and n-butyl lithium using an inert polar solvent such as DMF, DMSO, THF, and similar, comparable solvents. amine catalyst such as pyridine in an inert solvent. Compounds of Formula (I) that have at least one thiol group present can be converted to the corresponding thioether derivatives analogous to those of alcohols and phenols using the same reagents and comparable reaction conditions. Compounds of Formula (I) that have at least one primary, secondary or tertiary amine group present can be converted to the corresponding secondary, tertiary or quaternary ammonium derivative. Quaternary ammonium derivatives can be prepared using the appropriate bromides, iodides, and sulfonates analogous to those used with alcohols and phenols. Conditions involve reaction of the amine by warming it with the alkylating reagent with a stoichiometric amount of the amine (i.e., one equivalent with a tertiary amine, two with a secondary, and three with a primary). With primary and secondary amines, two and one equivalents, respectively, of an acid scavenger are used concurrently. Secondary or tertiary amines can be prepared from the corresponding primary or secondary amine. A primary amine can be dialkylated by reductive amination using an aldehyde, such as formaldehyde, and sodium cyanoborohydride in the presence of glacial acetic acid. A primary amine can be monoalkylated by first mono-protecting the amine with a ready cleaved protecting group, such as trifluoroacetyl. An alkylating agent, such as dimethylsulfate, in the presence of a non-nucleophilic base, such as Barton's base (2-*tert*-butyl-1,1,3,3-tetramethylguanidine), gives the monomethylated protected amine. Removal of the protecting group using aqueous potassium hydroxide gives the desired monoalkylated amine. Additional suitable procedures and methods for preparing these derivatives can be found in House's Modern Synthetic Reactions, W. A. Benjamin, Inc., Shriner, Fuson, and Curtin in The Systematic Identification of Organic Compounds, 5th Edition, John Wiley & Sons, and Fieser and Fieser in Reagents for Organic Synthesis published by John Wiley & Sons. Perfluoroalkyl derivatives can be prepared as described by DesMarteau in J. Chem. Soc. Chem. Commun. 2241 (1998). Reagents of a wide variety that can be used to derivatize hydroxyl, thiol, and amines of compounds of

Formula (I) are available from commercial sources or the references cited above, which are incorporated herein by reference.

### Assays for Biological Activity

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#### TF-VIIa Assay

In this assay 100 nM recombinant soluble tissue factor and 2nM recombinant human factor VIIa are added to a 96-well assay plate containing 0.4 mM of the substrate, N-Methylsulfonyl-D-phe-gly-arg-p-nitroaniline and either inhibitor or buffer (5 mM  $\text{CaCl}_2$ , 50 mM Tris-HCl, pH 8.0, 100 mM NaCl, 0.1% BSA). The reaction, in a final volume of 100  $\mu\text{l}$  is measured immediately at 405 nm to determine background absorbance. The plate is incubated at room temperature for 60 min, at which time the rate of hydrolysis of the substrate is measured by monitoring the reaction at 405 nm for the release of p-nitroaniline. Percent inhibition of TF-VIIa activity is calculated from  $\text{OD}_{405\text{nm}}$  value from the experimental and control sample.

15

#### Xa Assay

0.3 nM human factor Xa and 0.15 mM N- $\alpha$ -Benzyloxycarbonyl-D-arginyl-L-glycyl-L-arginine-p-nitroaniline-dihydrochloride (S-2765) are added to a 96-well assay plate containing either inhibitor or buffer (50 mM Tris-HCl, pH 8.0, 100 mM NaCl, 0.1% BSA). The reaction, in a final volume of 100  $\mu\text{l}$  is measured immediately at 405 nm to determine background absorbance. The plate is incubated at room temperature for 60 min, at which time the rate of hydrolysis of the substrate is measured by monitoring the reaction at 405 nm for the release of p-nitroaniline. Percent inhibition of Xa activity is calculated from  $\text{OD}_{405\text{nm}}$  value from the experimental and control sample.

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#### Thrombin Assay

0.28 nM human thrombin and 0.06 mM H-D-Phenylalanyl-L-pipecolyl-L-arginine-p-nitroaniline dihydrochloride are added to a 96-well assay plate containing either inhibitor or buffer (50 mM Tris-HCl, pH 8.0, 100 mM NaCl, 0.1% BSA). The reaction, in a final volume of 100  $\mu\text{l}$  is measured immediately at 405 nm to determine background absorbance. The plate is incubated at room temperature for 60 min, at which time the rate of hydrolysis of the substrate is measured by monitoring the reaction at 405 nm for the release of p-nitroaniline. Percent inhibition of thrombin activity is calculated from  $\text{OD}_{405\text{nm}}$  value from the experimental and control sample.

30

35

### Trypsin Assay

5 ug/ml trypsin, type IX from porcine pancreas and 0.375 mM N- $\alpha$ -Benzoyl-L-arginine-p-nitroanilide (L-BAPNA) are added to a 96-well assay plate containing either inhibitor or buffer (50 mM Tris-HCl, pH 8.0, 100 mM NaCl, 0.1% BSA). The reactions, in a final volume of 100  $\mu$ l are measured immediately at 405 nm to determine background absorbance. The plate is incubated at room temperature for 60 min, at which time the rate of hydrolysis of the substrate is measured by monitoring the reaction at 405 nm for the release of p-nitroaniline. Percent inhibition of trypsin activity is calculated from OD<sub>405nm</sub> value from the experimental and control sample.

Recombinant soluble TF, consisting of amino acids 1-219 of the mature protein sequence was expressed in E. coli and purified using a Mono Q Sepharose FPLC. Recombinant human VIIa was purchased from American Diagnostica, Greenwich CT and chromogenic substrate N-Methylsulfonyl-D-phe-gly-arg-p-nitroaniline was prepared by American Peptide Company, Inc., Sunnyvale, CA. Factor Xa was obtained from Enzyme Research Laboratories, South Bend IN, thrombin from Calbiochem, La Jolla, CA, and trypsin and L-BAPNA from Sigma, St. Louis MO. The chromogenic substrates S-2765 and S-2238 were purchased from Chromogenix, Sweden.

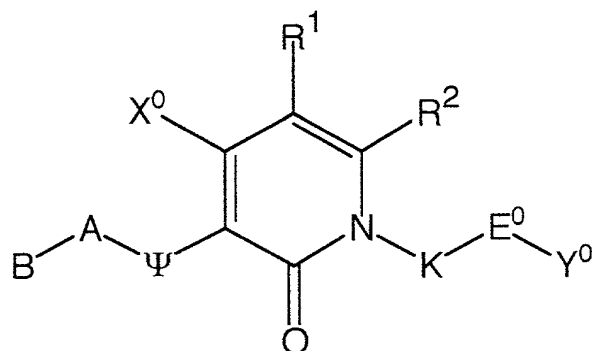
The biological activity of the compounds of **Examples 1** through **22** as determined by the bioassay procedures is summarized in the Table 1.

Table 1. Inhibitory Activity of Pyridones toward Factor Xa,  
TF-VIIA, Thrombin II, and Trypsin II.

Example Number	TF-VIIA IC50 ( $\mu$ M)	Thrombin II IC50 ( $\mu$ M)	Factor Xa IC50 ( $\mu$ M)	Trypsin II IC50 ( $\mu$ M)
1	4.6	0.7	0.07	0.21
2	46	5.5	7.7	0.5
3	26.1	11.0	>30	0.86
4	>30	22.7	23.1	0.48
5	40%	40%	27%	--
6	>30	>30	>30	>30
7	>30	>30	>30	>30
8	>30	>30	>30	>30
9	>30	>30	>30	>30
10	>30	>30	>30	>30
11	>30	>30	>30	>30
12	>30	>30	>30	>30
13	>30	>30	>30	>30
14	>30	>30	>30	>30
15	>30	>30	>30	>30
16	>30	>30	>30	>30
17	1.1	0.2	0.1	0.3
18	0.8	<0.04	<4.0	0.2
19	18.0	0.4	4.1	<0.1
20	23.0	0.3	5.7	0.5
21	>30	0.5	17	0.6
22	>30	<0.04	>0	11.1

What we claim is:

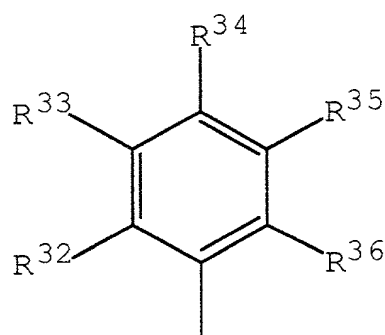
1. A compound having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

5

B is the Formula:



*i*  
R<sup>9</sup>, R<sup>10</sup>, R<sup>11</sup>, R<sup>12</sup>, R<sup>13</sup>, R<sup>32</sup>, R<sup>33</sup>, R<sup>34</sup>, R<sup>35</sup>, and R<sup>36</sup> are

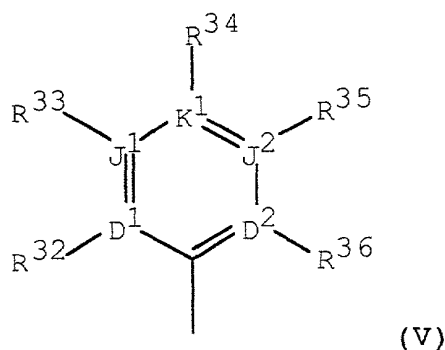
- independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkylenedioxy, haloalkylthio, alkanoyloxy, alkoxy, alkoxyalkyl, haloalkoxylalkyl, hydroxy, amino, alkoxyamino, nitro, lower alkylamino, alkylthio, alkylthioalkyl, alkylsulfinyl, alkylsulfonyl, alkylsulfonylalkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, alkylsulfonamido, alkylaminosulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkanoyl, haloalkanoyl, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyhaloalkyl, hydroxyalkyl, aminoalkyl, haloalkoxyalkyl, carboxyalkyl, carboalkoxy, carboxy, carboxamido, carboxamidoalkyl, and cyano;

$R^9, R^{10}, R^{11}, R^{12}$ , and  $R^{13}$  are optionally selected from the group consisting of heteroaryl and heterocyclyl with the proviso that  $R^9, R^{10}, R^{11}, R^{12}$ , and  $R^{13}$  are substituents for other than B;

$R^{16}, R^{19}, R^{32}, R^{33}, R^{34}, R^{35}$ , and  $R^{36}$  are independently optionally

- 5  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

B is optionally, with the proviso that  $R^1$  and  $R^2$  are selected from the group consisting of a spacer pair and  $-W=X-Y=Z-$ , Formula (V):



- 10 wherein  $D^1, D^2, J^1, J^2$  and  $K^1$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond, no more than one of  $D^1, D^2, J^1, J^2$  and  $K^1$  is O, no more than one of  $D^1, D^2, J^1, J^2$  and  $K^1$  is S, one of  $D^1, D^2, J^1, J^2$  and  $K^1$  must be a covalent bond when two of  $D^1, D^2, J^1, J^2$  and  $K^1$  are O and S,
- 15 and no more than four of  $D^1, D^2, J^1, J^2$  and  $K^1$  are N;

B is optionally selected from the group consisting of hydrido, trialkylsilyl, C2-C8 alkyl, C3-C8 alkylene, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B may be optionally substituted at any carbon up to and including 6 atoms from the point of



attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

- B is selected from the group consisting of C3-C12 cycloalkyl and C4-heterocyclyl, wherein each ring carbon may be optionally substituted with  $R^{33}$ ,
- 5 a ring carbon other than the ring carbon at the point of attachment of B to A may be optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbons and nitrogens adjacent to the carbon at the point of attachment may be optionally substituted with  $R^9$  or  $R^{13}$ , a ring carbon or nitrogen adjacent to the  $R^9$  position and two
- 10 atoms from the point of attachment may be substituted with  $R^{10}$ , a ring carbon or nitrogen adjacent to the  $R^{13}$  position and two atoms from the point of attachment may be substituted with  $R^{12}$ , a ring carbon three atoms from the point of attachment and adjacent to the  $R^{10}$  position may be substituted with  $R^{11}$ , a ring carbon three atoms from the point of attachment and adjacent to
- 15 the  $R^{12}$  position may be substituted with  $R^{33}$ , and a ring carbon four atoms from the point of attachment and adjacent to the  $R^{11}$  and  $R^{33}$  positions may be substituted with  $R^{34}$ ;

- B is optionally, with the proviso that  $R^1$  and  $R^2$  are selected from the group consisting of a spacer pair and  $-W=X-Y=Z-$ , a C5-C9 saturated
- 20 heterocyclyl, wherein each ring carbon is optionally substituted with  $R^{33}$ , a ring carbon other than the ring carbon at the point of attachment of B to A is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbons and nitrogen adjacent to the carbon atom at the point of attachment are optionally substituted with  $R^9$  or
- 25  $R^{13}$ , a ring carbon or nitrogen adjacent to the  $R^9$  position and two atoms from

the point of attachment is optionally substituted with  $R^{10}$ , a ring carbon or nitrogen adjacent to the  $R^{13}$  position and two atoms from the point of attachment is optionally substituted with  $R^{12}$ , a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the  $R^{10}$  position is optionally substituted with  $R^{11}$ , a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the  $R^{12}$  position is optionally substituted with  $R^{33}$ , and a ring carbon or nitrogen four atoms from the point of attachment and adjacent to the  $R^{11}$  and  $R^{33}$  positions is optionally substituted with  $R^{34}$ ;

- 10 A is selected from the group consisting of single covalent bond,  $(W^7)_{rr}-(CH(R^{15}))_{pa}$  and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein  $rr$  is an integer selected from 0 through 1,  $pa$  is an integer selected from 0 through 6, and  $W^7$  is selected from the group consisting of O, S, C(O),  $(R^7)NC(O)$ ,  $(R^7)NC(S)$ , and  $N(R^7)$  with the proviso that no more than one of the group consisting of  $rr$  and  $pa$  is 0 at the same time;

$R^7$  is selected from the group consisting of hydrido, hydroxy, and alkyl;

$R^{15}$  is selected from the group consisting of hydrido, hydroxy, halo, alkyl, and haloalkyl;

- 20  $\Psi$  is selected from the group consisting of NH and NOH;

$R^1$  and  $X^0$  are independently selected from the group consisting of hydrido, alkyl, alkenyl, cyano, halo, haloalkyl, haloalkoxy, haloalkylthio, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

$X^0$  and  $R^1$  and  $R^1$  and  $R^2$ , with the proviso that no more than one of the group consisting of spacer pair  $X^0$  and  $R^1$  and spacer pair  $R^1$  and  $R^2$  is be used at the same time, are optionally selected to be  $-W=X-Y=Z-$  wherein  $-W=X-Y=Z-$  forms a ring selected from the group consisting of a heteroaryl ring having from 5 through 6 contiguous members and an aryl;

W, X, Y, and Z are independently selected from the group consisting of  $C(R^9)$ ,  $C(R^{10})$ ,  $C(R^{11})$ ,  $C(R^{12})$ , N,  $N(R^{10})$ , O, S and a covalent bond with the provisos that one of W, X, Y, and Z is independently selected to be a covalent bond when one of W, X, Y, and Z is selected from the group consisting of N,  $N(R^{10})$ , O, and S, no more than one of W, X, Y, and Z is optionally selected from the group consisting of O and S, and no more than three of W, X, Y, and Z are optionally selected from the group consisting of N and  $N(R^{10})$ ;

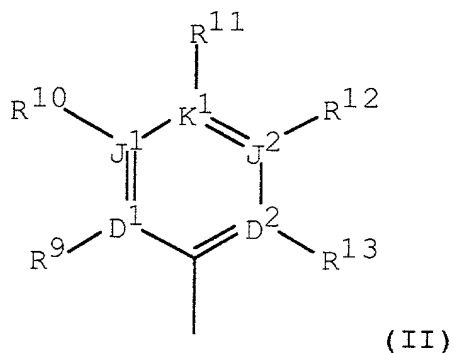
$X^0$  and  $R^1$  and  $R^1$  and  $R^2$  spacer pairs are independently optionally selected to be taken together to form a spacer pair wherein the spacer pair forms a linear moiety having from 3 through 6 contiguous atoms connecting the points of bonding of said spacer pair members to form a ring selected from the group consisting of a cycloalkenyl ring having from 5 through 8 contiguous members and a partially saturated heterocyclyl ring having from 5 through 8 contiguous members, wherein said spacer pair is optionally substituted with one or more of the group consisting of  $R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$  and with the proviso that no more than one of the group consisting of spacer pair  $X^0$  and  $R^1$  and spacer pair  $R^1$  and  $R^2$  is present at the same time;

$R^2$  is  $Z^0-Q$ ;  
 $Z^0$  is selected from the group consisting of covalent single bond,  $(CR^{41}R^{42})_q$  wherein q is an integer selected from 1 through 3,  $(CH(R^{41}))_g-W^0-(CH(R^{42}))_p$  wherein g and p are integers independently selected from 0 through 3 and  $W^0$  is selected from the group consisting of O, S, C(O), S(O),

$N(R^{41})$ , and  $ON(R^{41})$ , and  $(CH(R^{41}))_e-W^{22}-(CH(R^{42}))_h$  wherein e and h are integers independently selected from 0 through 1 and  $W^{22}$  is selected from the group consisting of  $CR^{41}=CR^{42}$ , 1,2-cyclopropyl, 1,2-cyclobutyl, 1,2-cyclohexyl, 1,3-cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-morpholinyl, 2,4-morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl, 3,5-morpholinyl, 1,2-piperazinyl, 1,3-piperazinyl, 2,3-piperazinyl, 2,6-piperazinyl, 1,2-piperidinyl, 1,3-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,6-piperidinyl, 3,4-piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl, 2,3-pyrrolidinyl, 2,4-pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl, 2,3-tetrahydrofuranyl, 2,4-tetrahydrofuranyl, 2,5-tetrahydrofuranyl, and 3,4-tetrahydrofuranyl, with the proviso that  $Z^0$  is directly bonded to the pyrazinone ring;

$R^{41}$  and  $R^{42}$  are independently selected from the group consisting of amidino, hydroxyamino, hydrido, hydroxy, amino, and alkyl;

Q is selected from the group consisting of hydrido, with the proviso that  $Z^0$  is other than a covalent single bond, and the formula (II):



wherein  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond, no more than one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  is O, no more than one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  is S, one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  must be a covalent bond when two of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are O and S,

and no more than four of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are N, with the proviso that  $R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$  are each independently selected to maintain the tetravalent nature of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;

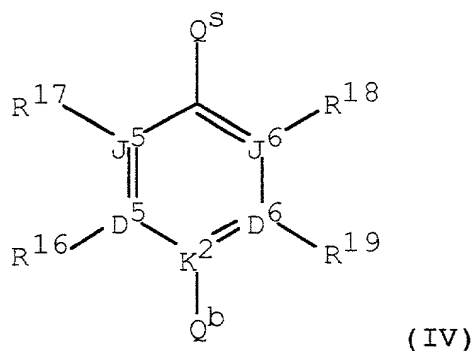
5  $K$  is  $(CR^{4a}R^{4b})_n$  wherein  $n$  is an integer selected from 1 through 2;

$R^{4a}$  and  $R^{4b}$  are independently selected from the group consisting of halo, hydrido, hydroxyalkyl, alkyl, alkoxyalkyl, alkylthioalkyl, and haloalkyl;

$E^0$  is  $E^1$ , when  $K$  is  $(CR^{4a}R^{4b})_n$ , wherein  $E^1$  is selected from the group consisting of a covalent single bond,  $C(O)$ ,  $C(S)$ ,  $C(O)N(R^7)$ ,

10  $(R^7)NC(O)$ ,  $S(O)_2$ ,  $(R^7)NS(O)_2$ , and  $S(O)_2N(R^7)$ ;

$Y^0$  is formula (IV):



wherein  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond,  $K^2$  is C, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is O, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is S, one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  must be a covalent bond when two of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are O and S, and no more than four of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are N;

$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, nitro, alkoxyamino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, alkenyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, alkylamino, haloalkoxyalkyl, carboalkoxy, and cyano;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ , aminoalkylenyl,  $Q^{be}$  wherein  $Q^{be}$  is hydrido,  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , and  $C(NR^{25})NR^{23}R^{24}$ , with the provisos that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy, amino, alkylamino, or dialkylamino at the same time and that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy, amino, alkylamino, or dialkylamino at the same time;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, alkyl, hydroxy, aminoalkylenyl, amino, dialkylamino, alkylamino, and hydroxyalkyl;

$Q^s$  is selected from the group consisting of a single covalent bond,  $(CR^{37}R^{38})_b$  wherein  $b$  is an integer selected from 1 through 4, and  $(CH(R^{14}))_c-W^1-(CH(R^{15}))_d$  wherein  $c$  and  $d$  are integers independently selected from 1 through 3 and  $W^1$  is selected from the group consisting of  $C(O)N(R^{14})$ ,  $(R^{14})NC(O)$ ,  $S(O)$ ,  $S(O)_2$ ,  $S(O)_2N(R^{14})$ ,  $N(R^{14})S(O)_2$ , and  $N(R^{14})$ , with the provisos that  $R^{14}$  is selected from other than halo when directly bonded to N and that  $(CR^{37}R^{38})_b$  and  $(CH(R^{14}))_c$  are bonded to  $E^0$ ;

$R^{14}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

$R^{37}$  and  $R^{38}$  are independently selected from the group consisting of hydrido, alkyl, and haloalkyl;

$R^{38}$  is optionally selected from the group consisting of aroyl and heteroaroyl;

$Y^0$  is optionally  $Q^b-Q^{ss}$  wherein  $Q^{ss}$  is  $(CH(R^{14}))_e-W^2-(CH(R^{15}))_h$ ,

wherein e and h are integers independently selected from 1 through 2 and  $W^2$

5 is  $CR^{4a}=CR^{4b}$  with the proviso that  $(CH(R^{14}))_e$  is bonded to  $E^0$ ;

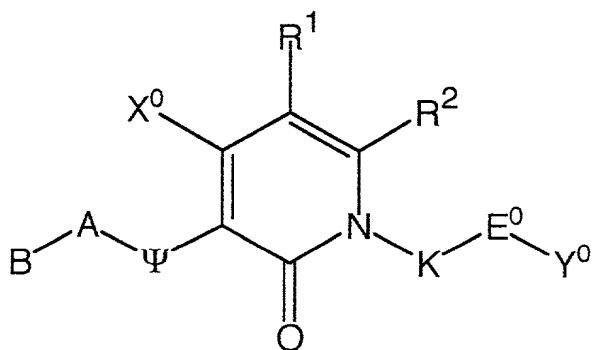
$Y^0$  is optionally selected from the group consisting of  $Q^b-Q^{ssss}$  and  $Q^b-Q^{sssr}$  wherein  $Q^{ssss}$  is  $(CH(R^{38}))_r-W^5$  and  $Q^{sssr}$  is  $(CH(R^{38}))_r-W^6$ , r is an integer selected from 1 through 2, and  $W^5$  and  $W^6$  are independently selected

10 from the group consisting of 1,4-indenyl, 1,5-indenyl, 1,6-indenyl, 1,7-indenyl, 2,7-indenyl, 2,6-indenyl, 2,5-indenyl, 2,4-indenyl, 3,4-indenyl, 3,5-indenyl, 3,6-indenyl, 3,7-indenyl, 2,4-benzofuranyl, 2,5-benzofuranyl, 2,6-benzofuranyl, 2,7-benzofuranyl, 3,4-benzofuranyl, 3,5-benzofuranyl, 3,6-benzofuranyl, 3,7-benzofuranyl, 2,4-benzothiophenyl, 2,5-benzothiophenyl, 2,6-benzothiophenyl, 2,7-benzothiophenyl, 3,4-benzothiophenyl, 3,5-benzothiophenyl, 3,6-benzothiophenyl, 3,7-benzothiophenyl, 2,7-imidazo(1,2-a)pyridinyl, 3,4-imidazo(1,2-a)pyridinyl, 3,5-imidazo(1,2-a)pyridinyl, 3,6-imidazo(1,2-a)pyridinyl, 3,7-imidazo(1,2-a)pyridinyl, 2,4-indolyl, 2,5-indolyl, 2,6-indolyl, 2,7-indolyl, 3,4-indolyl, 3,5-indolyl, 3,6-indolyl, 3,7-indolyl, 1,4-isoindolyl, 1,5-isoindolyl, 1,6-isoindolyl, 2,4-isoindolyl, 2,5-isoindolyl, 2,6-isoindolyl, 2,7-isoindolyl, 1,3-isoindolyl, 3,4-indazolyl, 3,5-indazolyl, 3,6-indazolyl, 3,7-indazolyl, 2,4-benzoxazolyl, 2,5-benzoxazolyl, 2,6-benzoxazolyl, 2,7-benzoxazolyl, 3,4-benzisoxazolyl, 3,5-benzisoxazolyl, 3,6-benzisoxazolyl, 3,7-benzisoxazolyl, 1,4-naphthyl, 1,5-naphthyl, 1,6-naphthyl, 1,7-naphthyl, 1,8-naphthyl, 2,4-naphthyl, 2,5-naphthyl, 2,6-naphthyl, 2,7-naphthyl, 2,8-naphthyl, 2,4-quinolinyl, 2,5-quinolinyl, 2,6-quinolinyl, 2,7-quinolinyl, 2,8-quinolinyl, 3,4-quinolinyl, 3,5-quinolinyl, 3,6-quinolinyl, 3,7-quinolinyl, 3,8-quinolinyl, 4,5-quinolinyl, 4,6-quinolinyl, 4,7-quinolinyl, 4,8-quinolinyl, 1,4-isoquinolinyl, 1,5-isoquinolinyl, 1,6-isoquinolinyl, 1,7-isoquinolinyl, 1,8-isoquinolinyl, 3,4-isoquinolinyl, 3,5-isoquinolinyl, 3,6-isoquinolinyl, 3,7-isoquinolinyl, 3,8-isoquinolinyl, 4,5-isoquinolinyl, 4,6-isoquinolinyl, 4,7-isoquinolinyl, 4,8-

isoquinolinyl, 3,4-cinnolinyl, 3,5-cinnolinyl, 3,6-cinnolinyl, 3,7-cinnolinyl, 3,8-cinnolinyl, 4,5-cinnolinyl, 4,6-cinnolinyl, 4,7-cinnolinyl, and 4,8-cinnolinyl, and each carbon and hydride containing nitrogen member of the ring of the  $W^5$  and of the ring of the  $W^6$ , other than the points of attachment of  $W^5$

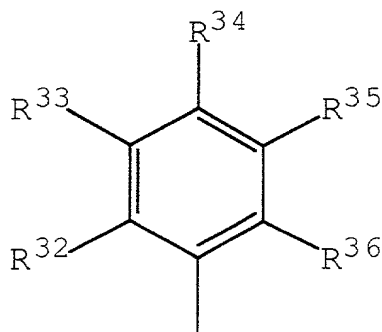
- 5 and  $W^6$ , is optionally substituted with one or more of the group consisting of  $R^9$ ,  $R^{10}$ ,  $R^{11}$ , and  $R^{12}$ , with the provisos that  $Q^b$  is bonded to lowest number substituent position of each  $W^5$ ,  $Q^b$  is bonded to highest number substituent position of each  $W^6$ , and  $(CH(R^{38}))_r$  is bonded to  $E^0$ .

- 10 2. The compound as recited in Claim 1 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is the Formula:

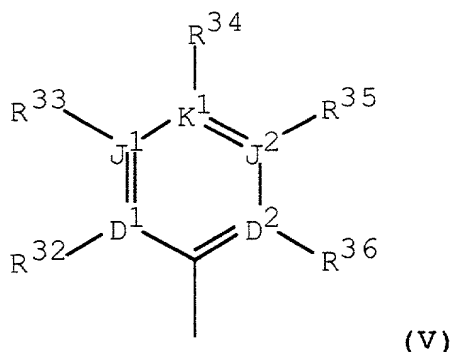


- 15  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydride, acetamido, haloacetamido, amidino, guanidino, alkylenedioxy, haloalkylthio, alkanoyloxy, alkoxy, hydroxy, amino,



- alkoxyamino, haloalkanoyl, nitro, lower alkylamino, alkylthio, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyalkyl, alkylamino,
- 5 carboalkoxy, carboxy, carboxamido, cyano, and  $Q^b$ ;

B is optionally, with the proviso that  $R^1$  and  $R^2$  are selected from the group consisting of a spacer pair and  $-W=X-Y=Z-$ , Formula (V):



- wherein  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are independently selected from the group
- 10 consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond, no more than one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  is O, no more than one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  is S, one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  must be a covalent bond when two of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are O and S, and no more than four of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are N;

- 15 B is optionally selected from the group consisting of hydrido, trialkylsilyl, C2-C8 alkyl, C3-C8 alkylenyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,

- 20  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

B is selected from the group consisting of C3-C12 cycloalkyl and C4-heterocyclyl, wherein each ring carbon may be optionally substituted with  $R^{33}$ ,

a ring carbon other than the ring carbon at the point of attachment of B to A may be optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbons and nitrogens adjacent to the carbon at the point of attachment may be optionally substituted

5 with R<sup>9</sup> or R<sup>13</sup>, a ring carbon or nitrogen adjacent to the R<sup>9</sup> position and two atoms from the point of attachment may be substituted with R<sup>10</sup>, a ring carbon or nitrogen adjacent to the R<sup>13</sup> position and two atoms from the point of attachment may be substituted with R<sup>12</sup>, a ring carbon three atoms from the point of attachment and adjacent to the R<sup>10</sup> position may be substituted with

10 R<sup>11</sup>, a ring carbon three atoms from the point of attachment and adjacent to the R<sup>12</sup> position may be substituted with R<sup>33</sup>, and a ring carbon four atoms from the point of attachment and adjacent to the R<sup>11</sup> and R<sup>33</sup> positions may be substituted with R<sup>34</sup>;

B is optionally, with the proviso that R<sup>1</sup> and R<sup>2</sup> are selected from the

15 group consisting of a spacer pair and -W=X-Y=Z-, a C5-C9 saturated heterocyclyl, wherein each ring carbon is optionally substituted with R<sup>33</sup>, a ring carbon other than the ring carbon at the point of attachment of B to A is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbons and nitrogen adjacent to the

20 carbon atom at the point of attachment are optionally substituted with R<sup>9</sup> or R<sup>13</sup>, a ring carbon or nitrogen adjacent to the R<sup>9</sup> position and two atoms from the point of attachment is optionally substituted with R<sup>10</sup>, a ring carbon or nitrogen adjacent to the R<sup>13</sup> position and two atoms from the point of attachment is optionally substituted with R<sup>12</sup>, a ring carbon or nitrogen three

atoms from the point of attachment and adjacent to the  $R^{10}$  position is optionally substituted with  $R^{11}$ , a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the  $R^{12}$  position is optionally substituted with  $R^{33}$ , and a ring carbon or nitrogen four atoms from the point of attachment and adjacent to the  $R^{11}$  and  $R^{33}$  positions is optionally substituted with  $R^{34}$ ;

$R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, alkoxyamino, alkanoyl, haloalkanoyl, amidino, guanidino, alkylendioxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfamido, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, and cyano;  $R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$  are optionally selected from the group consisting of heteroaryl and heterocyclyl with the proviso that  $R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$  are substituents for other than B;

A is selected from the group consisting of single covalent bond and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein  $rr$  is an integer selected from 0 through 1,  $pa$  is an integer selected from 0 through 3, and  $W^7$  is selected from the group consisting of O, S, C(O),  $(R^7)NC(O)$ ,  $(R^7)NC(S)$ , and  $N(R^7)$ ;

$R^7$  is selected from the group consisting of hydrido, hydroxy and alkyl;

$R^{15}$  is selected from the group consisting of hydrido, hydroxy, halo, alkyl, and haloalkyl;

$R^1$  and  $X^0$  are independently selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl,

alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

- $R^1$  and  $R^2$  are optionally selected to be  $-W=X-Y=Z-$  wherein  $-W=X-Y=Z-$  forms a ring selected from the group consisting of a heteroaryl ring having from 5 through 6 contiguous members and an aryl;

- W, X, Y, and Z are independently selected from the group consisting of  $C(R^9)$ ,  $C(R^{10})$ ,  $C(R^{11})$ ,  $C(R^{12})$ , N,  $N(R^{10})$ , O, S and a covalent bond with the provisos that one of W, X, Y, and Z is independently selected to be a covalent bond when one of W, X, Y, and Z is selected from the group consisting of N,  $N(R^{10})$ , O, and S, no more than one of W, X, Y, and Z is optionally selected from the group consisting of O and S, and no more than three of W, X, Y, and Z are optionally selected from the group consisting of N and  $N(R^{10})$ ;

- $R^1$  and  $R^2$  spacer pairs are independently optionally selected to be taken together to form a spacer pair wherein the spacer pair forms a linear moiety having from 3 through 6 contiguous atoms connecting the points of bonding of said spacer pair members to form a ring selected from the group consisting of a cycloalkenyl ring having from 5 through 8 contiguous members and a partially saturated heterocyclyl ring having from 5 through 8 contiguous members, wherein said spacer pair is optionally substituted with one or more of the group consisting of  $R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$ ;

$R^2$  is  $Z^0-Q$ ;

- $Z^0$  is selected from the group consisting of covalent single bond and  $(CR^{41}R^{42})_q$  wherein q is an integer selected from 1 through 2,  $(CH(R^{41}))_g-W^0-(CH(R^{42}))_p$  wherein g and p are integers independently selected from 0 through 3 and  $W^0$  is selected from the group consisting of O, S, and  $N(R^{41})$ , and  $(CH(R^{41}))_e-W^{22}-(CH(R^{42}))_h$  wherein e and h are integers independently

selected from 0 through 1 and  $W^{22}$  is selected from the group consisting of

$CR^{41}=CR^{42}$ , 1,2-cyclopropyl, 1,2-cyclobutyl, 1,2-cyclohexyl, 1,3-cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-morpholinyl, 2,4-morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl, 3,5-morpholinyl, 1,2-piperazinyl, 1,3-piperazinyl, 2,3-piperazinyl, 2,6-piperazinyl, 1,2-piperidinyl, 1,3-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,6-piperidinyl, 3,4-piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl, 2,3-pyrrolidinyl, 2,4-pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl, 2,3-tetrahydrofuranyl, 2,4-tetrahydrofuranyl, 2,5-tetrahydrofuranyl, and 3,4-tetrahydrofuranyl, with the  
 10 proviso that  $Z^0$  is directly bonded to the pyrazinone ring;

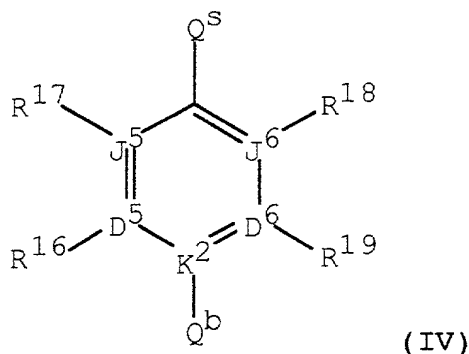
$R^{41}$  and  $R^{42}$  are independently selected from the group consisting of hydrido, hydroxy, and amino;

Q is selected from the group consisting of hydrido, with the proviso that  $Z^0$  is other than a covalent single bond, aryl, and heteroaryl, wherein a  
 15 carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is  
 20 optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

K is  $CHR^{4a}$  wherein  $R^{4a}$  is selected from the group consisting of hydrido, hydroxyalkyl, alkyl, alkoxyalkyl, alkylthioalkyl, and haloalkyl;

$E^0$  is selected from the group consisting of a covalent single bond,  
 25  $C(O)N(H)$ ,  $(H)NC(O)$ ,  $(R^7)NS(O)_2$ , and  $S(O)_2N(R^7)$ ;

$Y^0$  is formula (IV):



- wherein  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one can be a covalent bond,  $K^2$  is C, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  can be O, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  can be S, one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  must be a covalent bond when two of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are O and S, and no more than four of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  can be N, with the provisos that  $R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are each independently selected to maintain the tetravalent nature of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;
- $R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;
- $R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;
- $Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido,  $N(R^{26})C(NR^{25})(R^{23})(R^{24})$ , and  $C(NR^{25})NR^{23}R^{24}$ , with the provisos that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy, amino, alkylamino, or

dialkylamino at the same time and that no more than one of  $R^{23}$  and  $R^{24}$  is

hydroxy, amino, alkylamino, or dialkylamino at the same time;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, alkyl, hydroxy, amino, alkylamino and dialkylamino;

5  $Q^s$  is selected from the group consisting of a single covalent bond,

$(CR^{37}R^{38})_b$  wherein b is an integer selected from 1 through 4, and

$(CH(R^{14}))_c-W^1-(CH(R^{15}))_d$  wherein c and d are integers independently

selected from 1 through 3 and  $W^1$  is selected from the group consisting of

$C(O)N(R^{14})$ ,  $(R^{14})NC(O)$ ,  $S(O)$ ,  $S(O)_2$ ,  $S(O)_2N(R^{14})$ ,  $N(R^{14})S(O)_2$ , and

10  $N(R^{14})$ , with the provisos that  $R^{14}$  is selected from other than halo when directly bonded to N and that  $(CR^{37}R^{38})_b$  and  $(CH(R^{14}))_c$  are bonded to  $E^0$ ;

$R^{14}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

$R^{37}$  and  $R^{38}$  are independently selected from the group consisting of

15 hydrido, alkyl, and haloalkyl;

$R^{38}$  is optionally selected from the group consisting of aroyl and heteroaroyl;

$Y^0$  is optionally  $Q^b-Q^{ss}$  wherein  $Q^{ss}$  is  $(CH(R^{14}))_e-W^2-(CH(R^{15}))_h$ ,

wherein e and h are integers independently selected from 1 through 2 and  $W^2$

20 is  $CR^{4a}=CH$  with the proviso that  $(CH(R^{14}))_e$  is bonded to  $E^0$ .

3. The compound as recited in Claim 2 or a pharmaceutically acceptable salt thereof, wherein;

25 B is selected from the group consisting of hydrido, trialkylsilyl, C2-C8 alkyl, C3-C8 alkylenyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to

and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the

- 5 group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and  $Q^b$ ;

- 10 A is  $(CH(R^{15}))_{pa}-W^7$  wherein pa is an integer selected from 1 through 3 and  $W^7$  is selected from the group consisting of O, S, and  $N(R^7)$  wherein  $R^7$  is selected from the group consisting of hydrido and alkyl;

$R^{15}$  is selected from the group consisting of hydrido, hydroxy, halo, alkyl, and haloalkyl with the proviso that  $R^{15}$  is other than hydroxy and halo when  $R^{15}$  is on the carbon bonded directly to  $W^7$ ;

- 15  $R^1$  and  $X^0$  are independently selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

- 20  $R^1$  and  $R^2$  are optionally selected to be  $-W=X-Y=Z-$  wherein  $-W=X-Y=Z-$  forms a ring selected from the group consisting of a heteroaryl ring having from 5 through 6 contiguous members and an aryl;

- W, X, Y, and Z are independently selected from the group consisting of  $C(R^9)$ ,  $C(R^{10})$ ,  $C(R^{11})$ ,  $C(R^{12})$ , N,  $N(R^{10})$ , O, S and a covalent bond with the provisos that one of W, X, Y, and Z is independently selected to be a covalent bond when one of W, X, Y, and Z is selected from the group consisting of N,  $N(R^{10})$ , O, and S, no more than one of W, X, Y, and Z is optionally selected from the group consisting of O and S, and no more than



three of W, X, Y, and Z are optionally selected from the group consisting of N and N(R<sup>10</sup>);

R<sup>1</sup> and R<sup>2</sup> spacer pairs are independently optionally selected to be taken together to form a spacer pair wherein the spacer pair forms a linear moiety having from 3 through 6 contiguous atoms connecting the points of bonding of said spacer pair members to form a ring selected from the group consisting of a cycloalkenyl ring having from 5 through 8 contiguous members and a partially saturated heterocyclyl ring having from 5 through 8 contiguous members, wherein said spacer pair is optionally substituted with one or more of the group consisting of R<sup>9</sup>, R<sup>10</sup>, R<sup>11</sup>, R<sup>12</sup>, and R<sup>13</sup>;

R<sup>2</sup> is Z<sup>0</sup>-Q;

Z<sup>0</sup> is selected from the group consisting of covalent single bond and (CR<sup>41</sup>R<sup>42</sup>)<sub>q</sub> wherein q is an integer selected from 1 through 2;

R<sup>41</sup> and R<sup>42</sup> are independently selected from the group consisting of hydrido, hydroxy, and amino;

Q is selected from the group consisting of aryl and heteroaryl, wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by R<sup>9</sup>, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R<sup>13</sup>, a carbon adjacent to R<sup>9</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>10</sup>, a carbon adjacent to R<sup>13</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>12</sup>, and any carbon adjacent to both R<sup>10</sup> and R<sup>12</sup> is optionally substituted by R<sup>11</sup>;

R<sup>9</sup>, R<sup>10</sup>, R<sup>11</sup>, R<sup>12</sup>, and R<sup>13</sup> are independently selected from the group consisting of hydrido, acetamido, haloacetamido, alkoxyamino, alkanoyl, haloalkanoyl, amidino, guanidino, alkylendioxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl,

alkylsulfamido, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, and cyano;

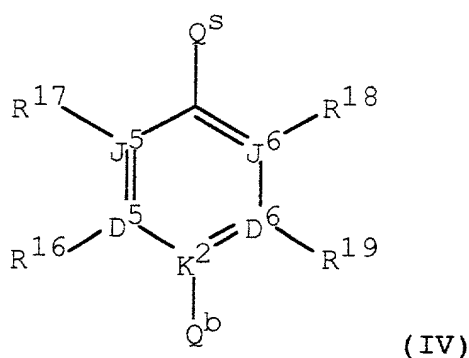
K is  $\text{CHR}^{4a}$  wherein  $\text{R}^{4a}$  is selected from the group consisting of

- 5 hydrido, hydroxyalkyl, alkyl, alkoxyalkyl, alkylthioalkyl, and haloalkyl;

$\text{E}^0$  is selected from the group consisting of a covalent single bond,

$\text{C}(\text{O})\text{N}(\text{H})$ ,  $(\text{H})\text{NC}(\text{O})$ ,  $(\text{R}^7)\text{NS}(\text{O})_2$ , and  $\text{S}(\text{O})_2\text{N}(\text{R}^7)$ ;

$\text{Y}^0$  is formula (IV):



- 10 wherein  $\text{D}^5$ ,  $\text{D}^6$ ,  $\text{J}^5$ , and  $\text{J}^6$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond,  $\text{K}^2$  is C, no more than one of  $\text{D}^5$ ,  $\text{D}^6$ ,  $\text{J}^5$ , and  $\text{J}^6$  is O, no more than one of  $\text{D}^5$ ,  $\text{D}^6$ ,  $\text{J}^5$ , and  $\text{J}^6$  is S, one of  $\text{D}^5$ ,  $\text{D}^6$ ,  $\text{J}^5$ , and  $\text{J}^6$  must be a covalent bond when two of  $\text{D}^5$ ,  $\text{D}^6$ ,  $\text{J}^5$ , and  $\text{J}^6$  are O and S, and no
- 15 more than four of  $\text{D}^5$ ,  $\text{D}^6$ ,  $\text{J}^5$ , and  $\text{J}^6$  are N;

$\text{R}^{16}$ ,  $\text{R}^{17}$ ,  $\text{R}^{18}$ , and  $\text{R}^{19}$  are independently selected from the group

- consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy,
- 20 hydroxyalkyl, alkylamino, and cyano;

$R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido,  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , and  $C(NR^{25})NR^{23}R^{24}$ , with the

- 5    provisos that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy, amino, alkylamino, or dialkylamino at the same time and that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy, amino, alkylamino, or dialkylamino at the same time;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, alkyl, hydroxy, amino, alkylamino and dialkylamino;

- 10     $Q^s$  is selected from the group consisting of a single covalent bond,

$(CR^{37}R^{38})_b$  wherein  $b$  is an integer selected from 1 through 3, and

$(CH(R^{14}))_c-W^1-(CH(R^{15}))_d$  wherein  $c$  and  $d$  are integers independently

selected from 1 through 2 and  $W^1$  is selected from the group consisting of

$C(O)N(R^{14})$ ,  $(R^{14})NC(O)$ ,  $S(O)$ ,  $S(O)_2$ ,  $S(O)_2N(R^{14})$ ,  $N(R^{14})S(O)_2$ , and

- 15     $N(R^{14})$ , with the provisos that  $R^{14}$  is selected from other than halo when directly bonded to N and that  $(CR^{37}R^{38})_b$ , and  $(CH(R^{14}))_c$  are bonded to  $E^0$ ;

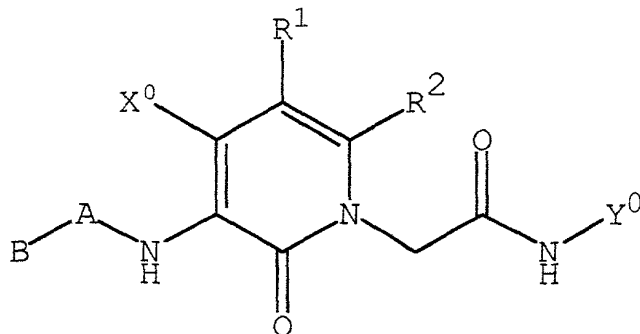
$R^{14}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

- 20     $R^{37}$  and  $R^{38}$  are independently selected from the group consisting of hydrido, alkyl, and haloalkyl;

$R^{38}$  is optionally selected from the group consisting of aroyl and heteroaroyl;

$Y^0$  is optionally  $Q^b-Q^{ss}$  wherein  $Q^{ss}$  is  $(CH(R^{14}))_e-W^2-(CH(R^{15}))_h$ ,  
 wherein  $e$  and  $h$  are integers independently selected from 1 through 2 and  $W^2$   
 is  $CR^{4a}=CH$  with the proviso that  $(CH(R^{14}))_e$  is bonded to  $E^0$ .

- 5 4. The compound as recited in Claim 3 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

- B is selected from the group consisting of hydrido, trialkylsilyl, C2-C4  
 alkyl, C3-C5 alkylenyl, C3-C4 alkenyl, C3-C4 alkynyl, and C2-C4 haloalkyl,  
 10 wherein each member of group B is optionally substituted at any carbon up to  
 and including 3 atoms from the point of attachment of B to A with one or more  
 of the group consisting of  $R^{32}$ ,  $R^{33}$ , and  $R^{34}$ ;

- $R^{32}$ ,  $R^{33}$ , and  $R^{34}$  are independently selected from the group  
 consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy,  
 15 hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl,  
 monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl,  
 haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, and cyano;

- A is  $(CH(R^{15}))_{pa}-N(R^7)$  wherein  $pa$  is an integer selected from 1  
 through 2 and  $R^7$  is selected from the group consisting of hydrido and alkyl;  
 20  $R^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and  
 haloalkyl;

$R^1$  and  $X^0$  are independently selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

- 5  $R^1$  and  $R^2$  are optionally selected to be  $-W=X-Y=Z-$  wherein  $-W=X-Y=Z-$  forms a ring selected from the group consisting of a heteroaryl ring having from 5 through 6 contiguous members and an aryl;

W, X, Y, and Z are independently selected from the group consisting of  $C(R^9)$ ,  $C(R^{10})$ ,  $C(R^{11})$ ,  $C(R^{12})$ , N,  $N(R^{10})$ , O, S and a covalent bond

- 10 with the provisos that one of W, X, Y, and Z is independently selected to be a covalent bond when one of W, X, Y, and Z is selected from the group consisting of N,  $N(R^{10})$ , O, and S, no more than one of W, X, Y, and Z is optionally selected from the group consisting of O and S, and no more than three of W, X, Y, and Z are optionally selected from the group consisting of N  
15 and  $N(R^{10})$ ;

- $R^1$  and  $R^2$  spacer pairs are independently optionally selected to be taken together to form a spacer pair wherein the spacer pair forms a linear moiety having from 3 through 6 contiguous atoms connecting the points of bonding of said spacer pair members to form a ring selected from the group  
20 consisting of a cycloalkenyl ring having from 5 through 8 contiguous members and a partially saturated heterocyclyl ring having from 5 through 8 contiguous members, wherein said spacer pair is optionally substituted with one or more of the group consisting of  $R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$ ;

$R^2$  is  $Z^0-Q$ ;

- 25  $Z^0$  is selected from the group consisting of covalent single bond and  $CH_2$ ;

Q is selected from the group consisting of aryl and heteroaryl, wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of

attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both

5  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group

consisting of hydrido, hydroxy, amino, amidino, guanidino, lower alkylamino, alkylthio, alkylsulfonamido, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

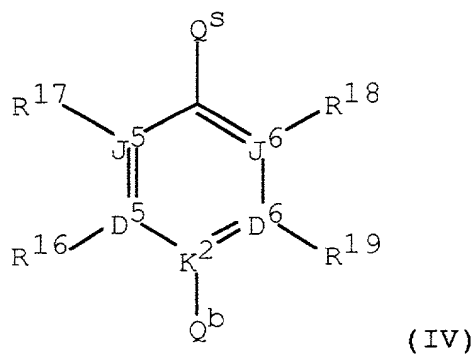
10

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of

hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, amidocarbonyl, halo, haloalkyl, and cyano;

15

$Y^0$  is formula (IV):



wherein  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are independently selected from the group

20 consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond,  $K^2$  is C, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is O, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is S, one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$

must be a covalent bond when two of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are O and S, and no more than four of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are N;

$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

$R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido,  $C(NR^{25})NR^{23}R^{24}$ , and  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , with the provisos that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy at the same time and that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy at the same time;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, alkyl, and hydroxy;

$Q^s$  is selected from the group consisting of a single covalent bond,  $CH_2$ , and  $CH_2CH_2$ .

5. The compound as recited in Claim 4 having the Formula or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, trimethylene, tetramethylene, butyl, 2-butenyl, 3-butenyl, 2-butyryl, sec-butyl, *tert*-butyl, isobutyl, 2-methylpropenyl, 2,2,2-trifluoroethyl, 3,3,3-trifluoropropyl, and 2,2-difluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 3 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ , and  $R^{34}$ ;

$R^{32}$ ,  $R^{33}$ , and  $R^{34}$  are independently selected from the group

consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidodisulfonyl, N,N-dimethylamidodisulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

A is selected from the group consisting of single covalent bond, NH, and N(CH<sub>3</sub>);

$R^1$  and  $X^O$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

$R^2$  is  $Z^0$ -Q;

$Z^0$  is selected from the group consisting of a covalent single bond and CH<sub>2</sub>;

Q is selected from the group consisting of phenyl, 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl, wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at



the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

5  $R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-  
10 pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidossulfonyl, N,N-dimethylamidossulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

15  $R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino,  
20 methanesulfonamido, amidosulfonyl, N-methylamidossulfonyl, N,N-dimethylamidossulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, fluoro, chloro, bromo, and cyano;

25  $Y^0$  is selected from the group consisting of:

1-Q<sup>b</sup>-4-Q<sup>s</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup> benzene,

2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-2-R<sup>19</sup> pyridine,

3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup> pyridine, 2-Q<sup>b</sup>-4-Q<sup>s</sup>-3-R<sup>16</sup>-6-R<sup>18</sup> pyrazine,

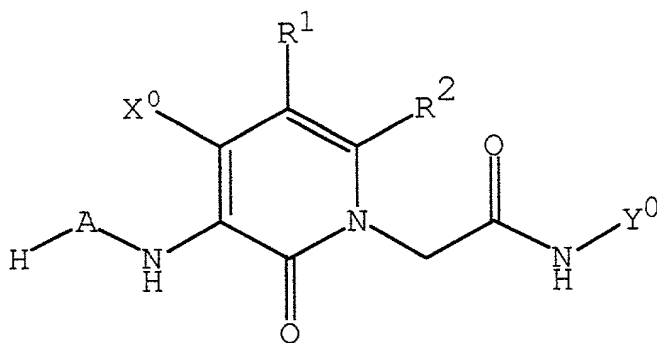
- $3-Q^b-6-Q^s-2-R^{18}-5-R^{18}-4-R^{19}$  pyridazine,  
 $2-Q^b-5-Q^s-6-R^{17}-4-R^{18}$  pyrimidine,  $5-Q^b-2-Q^s-3-R^{16}-6-R^{19}$  pyrimidine,  
 $3-Q^b-5-Q^s-4-R^{16}-2-R^{19}$  thiophene,  $2-Q^b-5-Q^s-3-R^{16}-4-R^{17}$  thiophene,  
 $3-Q^b-5-Q^s-4-R^{16}-2-R^{19}$  furan,  $2-Q^b-5-Q^s-3-R^{16}-4-R^{17}$  furan,  
5  $3-Q^b-5-Q^s-4-R^{16}-2-R^{19}$  pyrrole,  $2-Q^b-5-Q^s-3-R^{16}-4-R^{17}$  pyrrole,  
 $4-Q^b-2-Q^s-5-R^{19}$  imidazole,  $2-Q^b-4-Q^s-5-R^{17}$  imidazole,  
 $3-Q^b-5-Q^s-4-R^{16}$  isoxazole,  $5-Q^b-3-Q^s-4-R^{16}$  isoxazole,  
 $2-Q^b-5-Q^s-4-R^{16}$  pyrazole,  $4-Q^b-2-Q^s-5-R^{19}$  thiazole, and  
 $2-Q^b-5-Q^s-4-R^{17}$  thiazole;  
10  $R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group  
consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino,  
guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino,  
aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino,  
N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio,  
15 methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl,  
pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl,  
trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo,  
amidosulfonyl, N-methylamidulosulfonyl, N,N-dimethylamidulosulfonyl,  
hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-  
20 hydroxyethyl, and cyano;  
 $R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one  
of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;  
 $Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  
 $Q^{be}$  is hydrido,  $C(NR^{25})NR^{23}R^{24}$ , and  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , with  
25 the provisos that no more than one of  $R^{20}$ ,  $R^{21}$ ,  $R^{23}$ , and  $R^{24}$  can be

hydroxy, when any two of the group consisting of  $R^{20}$ ,  $R^{21}$ ,  $R^{23}$ , and  $R^{24}$  are bonded to the same atom and that said  $Q^b$  group is bonded directly to a carbon atom;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, and hydroxy;

5  $Q^s$  is selected from the group consisting of a single covalent bond,  $CH_2$ , and  $CH_2CH_2$ .

6. The compound as recited in Claim 4 having the Formula:



10

or a pharmaceutically acceptable salt thereof, wherein;

A is selected from the group consisting of  $CH_2N(CH_3)$ ,

$CH_2N(CH_2CH_3)$ ,  $CH_2CH_2N(CH_3)$ , and  $CH_2CH_2N(CH_2CH_3)$ ;

$R^1$  and  $X^0$  are independently selected from the group consisting of

15 hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and

20 bromo;

$R^2$  is  $Z^0-Q$ ;

$Z^0$  is selected from the group consisting of covalent single bond and  $CH_2$ ;

Q is selected from the group consisting of phenyl, 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl, wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidossulfonyl, N,N-dimethylamidossulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino,

- methanesulfonamido, amidosulfonyl, N-methylamid sulfonyl, N,N-dimethylamid sulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, fluoro, chloro, bromo, and cyano;

$Y^0$  is selected from the group consisting of:

- 1-Q<sup>b</sup>-4-Q<sup>s</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup> benzene,  
 2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-2-R<sup>19</sup> pyridine,  
 3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup> pyridine, 2-Q<sup>b</sup>-4-Q<sup>s</sup>-3-R<sup>16</sup>-6-R<sup>18</sup> pyrazine,  
 10 3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>18</sup>-5-R<sup>18</sup>-4-R<sup>19</sup> pyridazine,  
 2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup> pyrimidine, 5-Q<sup>b</sup>-2-Q<sup>s</sup>-3-R<sup>16</sup>-6-R<sup>19</sup> pyrimidine,  
 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> thiophene, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> thiophene,  
 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> furan, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> furan,  
 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> pyrrole, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> pyrrole,  
 15 4-Q<sup>b</sup>-2-Q<sup>s</sup>-5-R<sup>19</sup> imidazole, 2-Q<sup>b</sup>-4-Q<sup>s</sup>-5-R<sup>17</sup> imidazole,  
 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup> isoxazole, 5-Q<sup>b</sup>-3-Q<sup>s</sup>-4-R<sup>16</sup> isoxazole,  
 2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup> pyrazole, 4-Q<sup>b</sup>-2-Q<sup>s</sup>-5-R<sup>19</sup> thiazole, and  
 2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>17</sup> thiazole;

$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group

- 20 consisting of hydrido, methyl, ethyl, isopropyl, propyl, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl,  
 25 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-

methylamididosulfonyl, N,N-dimethylamididosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, and cyano;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,

$C(NR^{25})NR^{23}R^{24}$ , and  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , with the provisos

- 5 that no more than one of  $R^{20}$ ,  $R^{21}$ ,  $R^{23}$ , and  $R^{24}$  can be hydroxy, when any two of the group consisting of  $R^{20}$ ,  $R^{21}$ ,  $R^{23}$ , and  $R^{24}$  are bonded to the same atom and that said  $Q^b$  group is bonded directly to a carbon atom;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from

- 10 the group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, and hydroxy;

$Q^s$  is selected from the group consisting of a single covalent bond,

$CH_2$ , and  $CH_2CH_2$ .

- 15 7. The compound as recited in Claim 6 or a pharmaceutically acceptable salt thereof, wherein;

A is selected from the group consisting of  $CH_2N(CH_3)$ ,

$CH_2N(CH_2CH_3)$ ,  $CH_2CH_2N(CH_3)$ , and  $CH_2CH_2N(CH_2CH_3)$ ;

- 20  $R^1$  and  $X^O$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

$R^2$  is  $Z^O-Q$ ;

$Z^O$  is selected from the group consisting of covalent single bond and

$CH_2$ ;

- 25 Q is selected from the group consisting of 5-amino-3-amidocarbonylphenyl, 5-amino-2-fluorophenyl, 3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl, 3-amidinophenyl,

- 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl, 3-aminophenyl, benzyl, 3-carboxyphenyl, 3-carboxy-5-hydroxyphenyl, 3-carboxy-5-aminophenyl, 3-chlorophenyl, 2-chlorophenyl, 3-cyanophenyl, 3-dimethylaminophenyl, 2-fluorophenyl, 3-fluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, 2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl, 3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl;

$Y^0$  is selected from the group consisting of:

- 1-Q<sup>b</sup>-4-Q<sup>s</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup> benzene,  
 2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-2-R<sup>19</sup> pyridine,  
 3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup> pyridine,  
 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> thiophene, and 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> thiophene;

$R^{16}$  and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

- $R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

$R^{17}$  and  $R^{18}$  are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

$Q^b$  is selected from the group consisting of  $Q^{be}$  wherein  $Q^{be}$  is hydrido and  $C(NR^{25})NR^{23}R^{24}$ ;

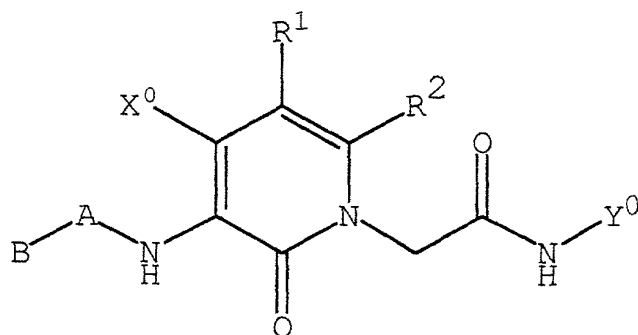
- $R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido and methyl;

$Q^s$  is  $CH_2$ .

8. A compound as recited in Claim 7 or a pharmaceutically acceptable salt thereof where said compound is selected from the group consisting of:

- 5           2-[1-[6-[3-aminophenyl]-4-chloro-N-[[4-iminomethylphenyl]methyl]-3-[N,N-dimethylhydrazino]-2-oxo-1(2H)-pyridinyl]]acetamide;  
             2-[1-[6-[3-aminophenyl]-4-fluoro-3-[N-ethyl-N-methylhydrazino]-N-[[4-iminomethylphenyl]methyl]-2-oxo-1(4H)-pyridinyl]]acetamide;  
             2-[1-[6-[3-aminophenyl]-3-[N,N-diethylhydrazino]-N-[[4-iminomethylphenyl]methyl]-2-oxo-1(4H)-pyridinyl]]acetamide;  
 10           2-[1-[6-[3-aminophenyl]-3-[N-(azetidin-1-yl)amino]-4-fluoro-N-[[4-iminomethylphenyl]methyl]-2-oxo-1(4H)-pyridinyl]]acetamide;  
             2-[1-[6-[3-aminophenyl]-N-[[4-iminomethylphenyl]methyl]-3-[N,N-dimethylhydrazino]-2-oxo-1(2H)-pyridinyl]]acetamide;  
 15           2-[1-[6-[3-aminophenyl]-4-fluoro-N-[[4-iminomethylphenyl]methyl]-3-[N,N-dimethylhydrazino]-2-oxo-1(2H)-pyridinyl]]acetamide;

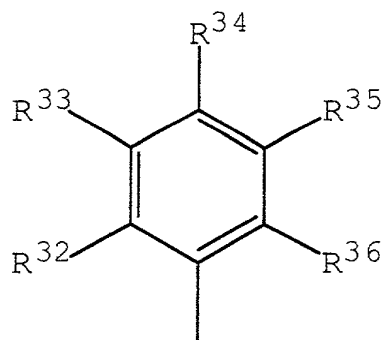
9. The compound as recited in Claim 2 having the Formula:



- 20   or a pharmaceutically acceptable salt thereof, wherein;

B is the Formula:





$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the

- group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and  $Q^b$ ;

A is selected from the group consisting of single covalent bond and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein rr is an integer selected from 0 through 1, pa is

- an integer selected from 0 through 3, and  $W^7$  is selected from the group consisting of  $(R^7)NC(O)$  and  $N(R^7)$ ;

$R^7$  is selected from the group consisting of hydrido, hydroxy and alkyl;

$R^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

- $R^1$  and  $X^O$  are independently selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

$R^2$  is  $Z^0-Q$ ;

- $Z^0$  is selected from the group consisting of a covalent single bond, O, S, NH, and  $CH_2$ ;

Q is selected from the group consisting of aryl and heteroaryl wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is

optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the

- 5 carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

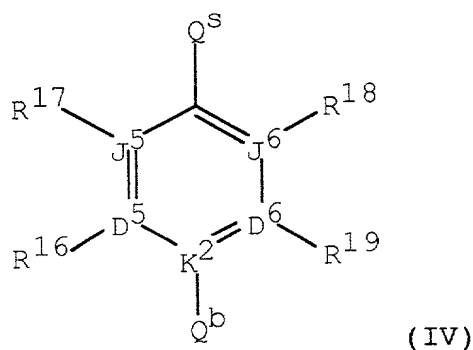
$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group

- 10 consisting of hydrido, hydroxy, amino, amidino, guanidino, lower alkylamino, alkylthio, alkylsulfonamido, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of

- 15 hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, amidocarbonyl, halo, haloalkyl, and cyano;

- 20  $Y^0$  is formula (IV):



wherein  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond,  $K^2$  is C, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is O, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is S, one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  must be a covalent bond when two of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are O and S, and no more than four of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are N;

$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

$R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

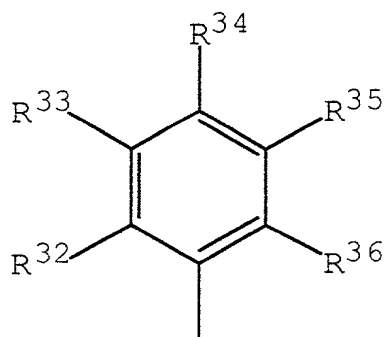
$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido, and  $C(NR^{25})NR^{23}R^{24}$ , with the provisos that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy at the same time and that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy at the same time;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido, alkyl, and hydroxy;

$Q^s$  is selected from the group consisting of a single covalent bond,  $CH_2$ , and  $CH_2CH_2$ .

10. The compound as recited in Claim 9 or a pharmaceutically acceptable salt thereof, wherein;

25 B is the Formula:



;

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the

- group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and  $Q^b$ ;

- A is selected from the group consisting of single covalent bond, NH, N(CH<sub>3</sub>), N(OH), CH<sub>2</sub>, CH<sub>3</sub>CH, CF<sub>3</sub>CH, NHC(O), N(CH<sub>3</sub>)C(O), C(O)NH, C(O)N(CH<sub>3</sub>), CH<sub>2</sub>CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>, CH<sub>3</sub>CHCH<sub>2</sub>, and CF<sub>3</sub>CHCH<sub>2</sub>;

- $R^1$  and  $X^o$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

$R^2$  is  $Z^0-Q$ ;

$Z^0$  is selected from the group consisting of a covalent single bond, O, S, NH, and  $CH_2$ ;

Q is selected from the group consisting of phenyl, 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl, wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidulosulfonyl, N,N-dimethylamidulosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino,

- methanesulfonamido, amidosulfonyl, N-methylamidossulfonyl, N,N-dimethylamidossulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl,
- 5 fluoro, chloro, bromo, and cyano;

$Y^0$  is selected from the group consisting of:

- 1-Q<sup>b</sup>-4-Q<sup>s</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup> benzene,
- 2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-2-R<sup>19</sup> pyridine,
- 3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup> pyridine, 2-Q<sup>b</sup>-4-Q<sup>s</sup>-3-R<sup>16</sup>-6-R<sup>18</sup> pyrazine, 3-
- 10 Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>18</sup>-5-R<sup>18</sup>-4-R<sup>19</sup> pyridazine,
- 2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup> pyrimidine, 5-Q<sup>b</sup>-2-Q<sup>s</sup>-3-R<sup>16</sup>-6-R<sup>19</sup> pyrimidine,
- 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> thiophene, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> thiophene,
- 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> furan, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> furan,
- 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> pyrrole, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> pyrrole,
- 15 4-Q<sup>b</sup>-2-Q<sup>s</sup>-5-R<sup>19</sup> imidazole, 2-Q<sup>b</sup>-4-Q<sup>s</sup>-5-R<sup>17</sup> imidazole,
- 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup> isoxazole, 5-Q<sup>b</sup>-3-Q<sup>s</sup>-4-R<sup>16</sup> isoxazole,
- 2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup> pyrazole, 4-Q<sup>b</sup>-2-Q<sup>s</sup>-5-R<sup>19</sup> thiazole, and
- 2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>17</sup> thiazole;

$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group

- 20 consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl,
- 25 pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo,

amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, and cyano;

- $R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

$Q^b$  is selected from the group consisting of  $Q^{be}$  wherein  $Q^{be}$  is hydrido and  $C(NR^{25})NR^{23}R^{24}$ , with the proviso that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy at the same time;

- $R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido, methyl, ethyl, and hydroxy;

$Q^s$  is selected from the group consisting of a single covalent bond,  $CH_2$  and  $CH_2CH_2$ .

11. The compound as recited in Claim 10 or a pharmaceutically acceptable salt thereof, wherein;

- B is selected from the group consisting of 2-aminophenyl, 3-aminophenyl, 3-amidinophenyl, 4-amidinophenyl, 3-carboxyphenyl, 3-carboxy-5-hydroxyphenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-dichlorophenyl, 2-fluorophenyl, 3-fluorophenyl, 3,4-difluorophenyl, 3-hydroxyphenyl, 4-hydroxyphenyl, 3-methoxyaminophenyl, 3-methoxyphenyl, 4-methoxyphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, and 3-trifluoromethylphenyl;

A is selected from the group consisting of  $CH_2$ ,  $CH_3CH$ ,  $CF_3CH$ ,  $NHC(O)$ ,  $CH_2CH_2$ , and  $CH_2CH_2CH_2$ ;

- $R^1$  and  $X^O$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

$R^2$  is  $Z^0-Q$ ;

$Z^0$  is selected from the group consisting of a covalent single bond, O, S, NH, and  $CH_2$ ;

Q is selected from the group consisting of 5-amino-3-amidocarbonylphenyl, 5-amino-2-fluorophenyl, 3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl, 3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl, 3-aminophenyl, benzyl, 3-carboxyphenyl, 3-carboxy-5-aminophenyl, 3-carboxy-5-hydroxyphenyl, 3-carboxymethyl-5-aminophenyl, 3-carboxymethyl-5-hydroxyphenyl, 3-carboxymethylphenyl, 3-chlorophenyl, 2-chlorophenyl, 2,6-dichlorophenyl, 3-cyanophenyl, 3-dimethylaminophenyl, 2-fluorophenyl, 3-fluorophenyl, 2,5-difluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, 2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl, 3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl;

$Y^0$  is selected from the group consisting of:

1- $Q^b$ -4- $Q^s$ -2- $R^{16}$ -3- $R^{17}$ -5- $R^{18}$ -6- $R^{19}$  benzene,  
 2- $Q^b$ -5- $Q^s$ -6- $R^{17}$ -4- $R^{18}$ -2- $R^{19}$  pyridine,  
 3- $Q^b$ -6- $Q^s$ -2- $R^{16}$ -5- $R^{18}$ -4- $R^{19}$  pyridine,  
 3- $Q^b$ -5- $Q^s$ -4- $R^{16}$ -2- $R^{19}$  thiophene, and 2- $Q^b$ -5- $Q^s$ -3- $R^{16}$ -4- $R^{17}$  thiophene;

$R^{16}$  and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

$R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

$R^{17}$  and  $R^{18}$  are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

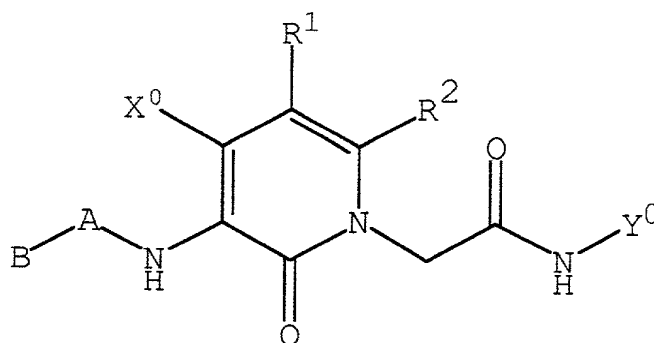


$Q^b$  is selected from the group consisting of  $Q^{be}$  wherein  $Q^{be}$  is hydrido and  $C(NR^{25})NR^{23}R^{24}$ ;

$R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido and methyl;

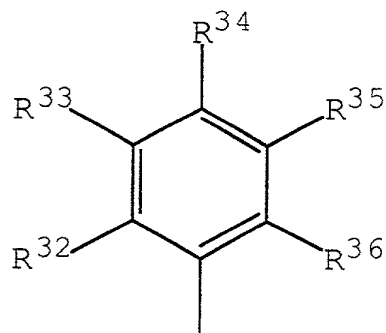
5  $Q^s$  is  $CH_2$ .

12. The compound as recited in Claim 9 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

10 B is the Formula:



$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the

group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and  $Q^b$ ;

A is selected from the group consisting of single covalent bond and  $(\text{CH}(\text{R}^{15}))_{\text{pa}}-(\text{W}^7)_{\text{rr}}$  wherein rr is an integer selected from 0 through 1, pa is an integer selected from 0 through 3, and  $\text{W}^7$  is  $\text{N}(\text{R}^7)$ ;

$\text{R}^7$  is selected from the group consisting of hydrido and alkyl;

5  $\text{R}^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

$\text{R}^1$  and  $\text{X}^0$  are independently selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

$\text{R}^2$  is  $\text{Z}^0\text{-Q}$ ;

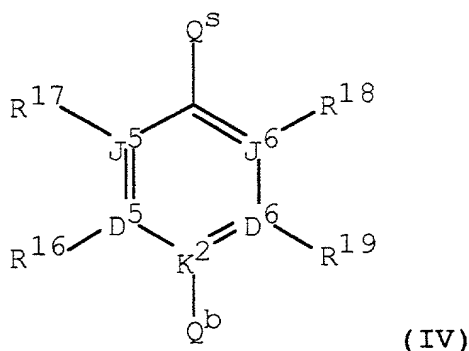
$\text{Z}^0$  is a covalent single bond;

Q is selected from the group consisting of aryl and heteroaryl wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $\text{R}^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $\text{R}^{13}$ , a carbon adjacent to  $\text{R}^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $\text{R}^{10}$ , a carbon adjacent to  $\text{R}^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $\text{R}^{12}$ , and any carbon adjacent to both  $\text{R}^{10}$  and  $\text{R}^{12}$  is optionally substituted by  $\text{R}^{11}$ ;

$\text{R}^9$ ,  $\text{R}^{11}$ , and  $\text{R}^{13}$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, lower alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkylamidulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

- $R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, aminoalkyl, hydroxy, amino, lower alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxyamido, carboxyalkyl, and cyano;

$Y^0$  is formula (IV):



- wherein  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond,  $K^2$  is C, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is O, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is S, one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  must be a covalent bond when two of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are O and S, and no more than four of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are N;

- $R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

- $R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

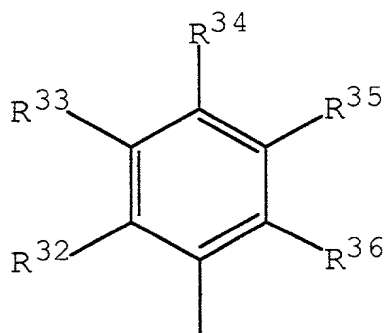
$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido, and  $C(NR^{25})NR^{23}R^{24}$ ;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido and alkyl;

5  $Q^s$  is  $CH_2$ .

13. The compound as recited in Claim 12 or a pharmaceutically acceptable salt thereof, wherein;

B is the Formula:



10

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the

group consisting of hydrido, amidino, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, 15 chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, hydroxymethyl, amidocarbonyl, carboxy, cyano, and  $Q^b$ ;

A is selected from the group consisting of single covalent bond, NH,  $N(CH_3)$ ,  $CH_2$ ,  $CH_3CH$ , and  $CH_2CH_2$ ;

20  $X^o$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

$R^1$  is selected from the group consisting of hydrido, hydroxy, amino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, methylthio, trifluoromethoxy, fluoro, and chloro;

- 5  $R^2$  is selected from the group consisting of phenyl, 2-thienyl, 2-furyl, 2-pyrrolyl, 2-imidazolyl, 2-thiazolyl, 3-isoxazolyl, 2-pyridyl, and 3-pyridyl, wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;
- 10

- $R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, methylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamid sulfonyl, N,N-dimethylamid sulfonyl, hydroxymethyl, 1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, carboxy, and cyano;
- 15

- $R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, amidino, amidocarbonyl, N-methylamidocarbonyl, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, carboxy, carboxymethyl, amino, acetamido, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoroacetamido, aminomethyl, N-methylamino, dimethylamino, amidosulfonyl, N-methylamid sulfonyl, N,N-dimethylamid sulfonyl, methoxycarbonyl, fluoro, chloro, bromo, and cyano;
- 20
- 25

$Y^0$  is selected from the group consisting of:

$1-Q^b-4-Q^s-2-R^{16}-3-R^{17}-5-R^{18}-6-R^{19}$  benzene,

$2-Q^b-5-Q^s-6-R^{17}-4-R^{18}-2-R^{19}$  pyridine,  $2-Q^b-5-Q^s-3-R^{16}-4-R^{17}$  thiophene,

3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup> pyridine, 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> thiophene,  
 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> furan, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> furan,  
 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> pyrrole, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> pyrrole,  
 4-Q<sup>b</sup>-2-Q<sup>s</sup>-5-R<sup>19</sup> thiazole, and 2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>17</sup> thiazole;

- 5           R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup>, and R<sup>19</sup> are independently selected from the group  
 consisting of hydrido, methyl, ethyl, amidino, guanidino, methoxy, hydroxy,  
 amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino,  
 dimethylamino, methylthio, ethylthio, trifluoromethylthio, methylsulfinyl,  
 methylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl,  
 10 trifluoromethoxy, fluoro, chloro, amidosulfonyl, N-methylamidulosulfonyl,  
 hydroxymethyl, carboxy, and cyano.

Q<sup>b</sup> is selected from the group consisting of NR<sup>20</sup>R<sup>21</sup> and  
 C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup>, with the proviso that said Q<sup>b</sup> group is bonded directly to a  
 carbon atom;

- 15           R<sup>20</sup>, R<sup>21</sup>, R<sup>23</sup>, R<sup>24</sup>, and R<sup>25</sup> are independently selected from the group  
 consisting of hydrido, methyl, and ethyl;

Q<sup>s</sup> is CH<sub>2</sub>.

14. The compound as recited in Claim 13 or a pharmaceutically acceptable salt  
 20 thereof, wherein;

B is selected from the group consisting of 2-aminophenyl, 3-  
 aminophenyl, 3-amidinophenyl, 4-amidinophenyl, 3-carboxyphenyl, 3-  
 carboxy-5-hydroxyphenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-  
 dichlorophenyl, 2-fluorophenyl, 3-fluorophenyl, 3,4-difluorophenyl, 3-  
 25 hydroxyphenyl, 4-hydroxyphenyl, 3-methoxyaminophenyl, 3-methoxyphenyl,  
 4-methoxyphenyl, 3-methylphenyl, 4-methylphenyl, and phenyl;

A is selected from the group consisting of CH<sub>2</sub>, CH<sub>3</sub>CH, CF<sub>3</sub>CH,  
 NHC(O), CH<sub>2</sub>CH<sub>2</sub>, and CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>;

$X^0$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

5  $R^1$  is selected from the group consisting of hydrido, hydroxy, amino, aminomethyl, cyano, methyl, trifluoromethyl, and fluoro;

$R^2$  is selected from the group consisting of 5-amino-3-amidocarbonylphenyl, 5-amino-2-fluorophenyl, 3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl, 3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl, 3-aminophenyl, 10 benzyl, 3-carboxyphenyl, 3-carboxy-5-aminophenyl, 3-carboxy-5-hydroxyphenyl, 3-carboxymethyl-5-aminophenyl, 3-carboxymethyl-5-hydroxyphenyl, 3-carboxymethylphenyl, 3-chlorophenyl, 2-chlorophenyl, 3-cyanophenyl, 3-dimethylaminophenyl, 2-fluorophenyl, 3-fluorophenyl, 2,5-difluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl, 3- 15 methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, 2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl, 3-bromo-2- 20 thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl;

$Y^0$  is selected from the group consisting of:

1-Q<sup>b</sup>-4-Q<sup>s</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup> benzene,  
 2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-2-R<sup>19</sup> pyridine,  
 3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup> pyridine,  
 25 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> thiophene, and 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> thiophene;

$R^{16}$  and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

$R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

$R^{17}$  and  $R^{18}$  are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

5  $Q^b$  is selected from the group consisting of  $Q^{be}$  wherein  $Q^{be}$  is hydrido and  $C(NR^{25})NR^{23}R^{24}$ ;

$R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido and methyl;

$Q^s$  is  $CH_2$ .

10

15. The compound as recited in Claim 14 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of 3-aminophenyl, 3-amidinophenyl, 4-amidinophenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-  
15 dichlorophenyl, 2-fluorophenyl, 4-methylphenyl, and phenyl;

A is selected from the group consisting of  $CH_2$ ,  $NHC(O)$ ,  $CH_2CH_2$ , and  $CH_2CH_2CH_2$ ;

$X^O$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and  
20 fluoro;

$R^1$  is selected from the group consisting of hydrido, hydroxy, amino, aminomethyl, cyano, methyl, trifluoromethyl, and fluoro;

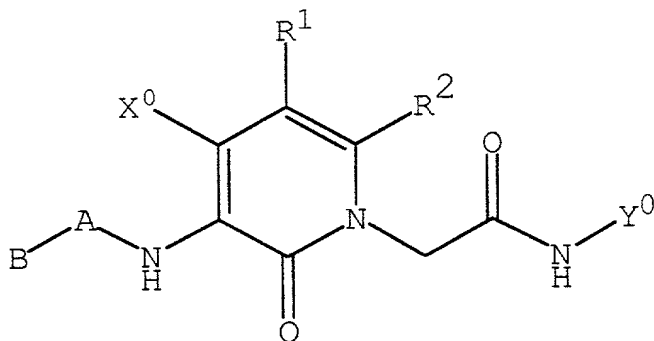
$R^2$  is selected from the group consisting of 3-aminophenyl, benzyl, 3-chlorophenyl, 3-dimethylaminophenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-bromo-2-thienyl, 2-thienyl, and 3-thienyl;

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$Y^0$  is selected from the group consisting of 5-amidino-2-thienylmethyl, 4-amidinobenzyl, 2-fluoro-4-amidinobenzyl, and 3-fluoro-4-amidinobenzyl.

16. A compound as recited in Claim 9 where said compound is selected from the group having the Formula:



or a pharmaceutically acceptable salt thereof, wherein:

- $R^2$  is 3-aminophenyl, B is 3-chlorophenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;
- 10  $R^2$  is 3-aminophenyl, B is phenyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;
- $R^2$  is phenyl, B is 3-chlorophenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;
- 15  $R^2$  is 3-dimethylaminophenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;
- $R^2$  is 2-methylphenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;
- $R^2$  is phenyl, B is 3-aminophenyl, A is  $C(O)NH$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;
- 20  $R^2$  is phenyl, B is 3-amidinophenyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-(N-methylamino)phenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

$R^2$  is 3-methylsulfonamidophenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

5  $R^2$  is phenyl, B is 4-amidinophenyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

$R^2$  is 3-methylaminophenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

$R^2$  is phenyl, B is phenyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

10  $R^2$  is 3-methylphenyl, B is 4-phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is 3-chlorophenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

15  $R^2$  is 3-aminophenyl, B is phenyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

$R^2$  is phenyl, B is 3-chlorophenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxy, and  $X^O$  is fluoro;

$R^2$  is 3-dimethylaminophenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxy, and  $X^O$  is fluoro;

20  $R^2$  is 2-methylphenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxy, and  $X^O$  is fluoro;

$R^2$  is phenyl, B is 3-aminophenyl, A is  $C(O)NH$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxy, and  $X^O$  is fluoro;

$R^2$  is phenyl, B is 3-amidinophenyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxy, and  $X^O$  is fluoro;

$R^2$  is 3-(N-methylamino)phenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxy, and  $X^O$  is fluoro;

5  $R^2$  is 3-methylsulfonamidophenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxy, and  $X^O$  is fluoro;

$R^2$  is phenyl, B is 4-amidinophenyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxy, and  $X^O$  is fluoro;

10  $R^2$  is 3-methylaminophenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxy, and  $X^O$  is fluoro;

$R^2$  is phenyl, B is phenyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxy, and  $X^O$  is fluoro;

$R^2$  is 3-methylphenyl, B is 4-phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxy, and  $X^O$  is fluoro;

15  $R^2$  is 3-aminophenyl, B is 3-chlorophenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is amino, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is phenyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is amino, and  $X^O$  is hydrido;

20  $R^2$  is phenyl, B is 3-chlorophenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is amino, and  $X^O$  is hydrido;

$R^2$  is 3-dimethylaminophenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is amino, and  $X^O$  is hydrido;

$R^2$  is 2-methylphenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is amino, and  $X^O$  is hydrido;

$R^2$  is phenyl, B is 3-aminophenyl, A is  $C(O)NH$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is amino, and  $X^O$  is hydrido;

$R^2$  is phenyl, B is 3-amidinophenyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is amino, and  $X^O$  is hydrido;

5  $R^2$  is 3-(N-methylamino)phenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is amino, and  $X^O$  is hydrido;

$R^2$  is 3-methylsulfonamidophenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is amino, and  $X^O$  is hydrido;

$R^2$  is phenyl, B is 4-amidinophenyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is amino, and  $X^O$  is hydrido;

$R^2$  is 3-methylaminophenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is amino, and  $X^O$  is hydrido;

$R^2$  is phenyl, B is phenyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is amino, and  $X^O$  is hydrido;

15  $R^2$  is 3-methylphenyl, B is 4-phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is amino, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is 3-chlorophenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is phenyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

20  $R^2$  is phenyl, B is 3-chlorophenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is 3-dimethylaminophenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is 2-methylphenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is phenyl, B is 3-aminophenyl, A is  $C(O)NH$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

5  $R^2$  is phenyl, B is 3-amidinophenyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is 3-(N-methylamino)phenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

10  $R^2$  is 3-methylsulfonamidophenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is phenyl, B is 4-amidinophenyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is 3-methylaminophenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

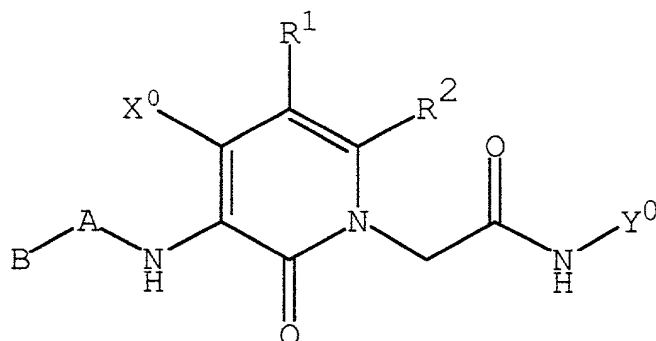
15  $R^2$  is phenyl, B is phenyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is 3-methylphenyl, B is 4-phenyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido.

20

25

- 5 17. The compound as recited in Claim 2 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

- 10 B is selected from the group consisting of hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

- 15  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and  $Q^b$ ;

- 20 A is selected from the group consisting of single covalent bond and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein rr is an integer selected from 0 through 1, pa is an integer selected from 0 through 3, and  $W^7$  is selected from the group consisting of  $(R^7)NC(O)$  and  $N(R^7)$ ;

$R^7$  is selected from the group consisting of hydrido, hydroxy and alkyl;

$R^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

$R^1$  and  $X^O$  are independently selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

$R^2$  is  $Z^0$ -Q;

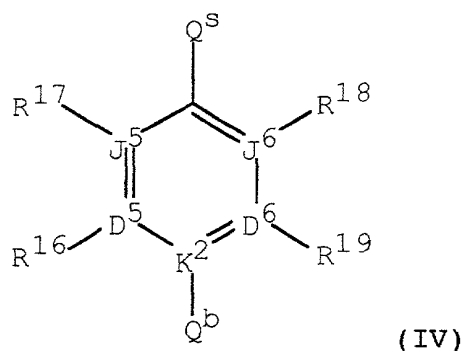
$Z^0$  is selected from the group consisting of a covalent single bond, O, S, NH, and  $CH_2$ ;

Q is selected from the group consisting of aryl and heteroaryl wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, lower alkylamino, alkylthio, alkylsulfonamido, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, amidocarbonyl, halo, haloalkyl, and cyano;

$Y^0$  is formula (IV):



- wherein  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond,  $K^2$  is C, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is O, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is S, one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  must be a covalent bond when two of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are O and S, and no more than four of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are N;

- $R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

- $R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido,  $C(NR^{25})NR^{23}R^{24}$ , and  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , with the provisos that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy at the same time and that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy at the same time;



$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, alkyl, and hydroxy;

$Q^s$  is selected from the group consisting of a single covalent bond,

$CH_2$ , and  $CH_2CH_2$ .

5

18. The compound as recited in Claim 17 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propynyl, 2-propenyl, propyl, isopropyl, butyl, 2-butenyl, 3-butenyl, 2-butylnyl, sec-butyl, *tert*-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 4-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 1-methyl-2-butenyl, 1-methyl-3-butenyl, 1-methyl-2-butylnyl, 3-pentyl, 1-ethyl-2-propenyl, 2-methylbutyl, 2-methyl-2-butenyl, 2-methyl-3-butenyl, 2-methyl-3-butylnyl, 3-methylbutyl, 3-methyl-2-butenyl, 3-methyl-3-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 5-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-4-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-ethyl-3-butenyl, 1-propyl-2-propenyl, 1-ethyl-2-butylnyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 6-heptenyl, 2-heptynyl, 3-heptynyl, 4-heptynyl, 5-heptynyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-5-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-4-pentenyl, 1-butyl-2-propenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino,

- methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and  $Q^b$ ;

- A is selected from the group consisting of single covalent bond, NH, N(CH<sub>3</sub>), N(OH), CH<sub>2</sub>, CH<sub>3</sub>CH, CF<sub>3</sub>CH, NHC(O), N(CH<sub>3</sub>)C(O), C(O)NH, C(O)N(CH<sub>3</sub>), CH<sub>2</sub>CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>, CH<sub>3</sub>CHCH<sub>2</sub>, and CF<sub>3</sub>CHCH<sub>2</sub>;

- $R^1$  and  $X^O$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

- $R^2$  is  $Z^O-Q$ ;
- $Z^O$  is selected from the group consisting of a covalent single bond, O, S, NH, and CH<sub>2</sub>;

- Q is selected from the group consisting of phenyl, 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl, wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at

the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

- 5  $R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-
- 10 pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidulosulfonyl, N,N-dimethylamidulosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;
- 15  $R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino,
- 20 methanesulfonamido, amidosulfonyl, N-methylamidulosulfonyl, N,N-dimethylamidulosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, fluoro, chloro, bromo, and cyano;
- 25  $Y^0$  is selected from the group consisting of:
- 1-Q<sup>b</sup>-4-Q<sup>s</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup> benzene,
- 2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-2-R<sup>19</sup> pyridine,

- 3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup> pyridine, 2-Q<sup>b</sup>-4-Q<sup>s</sup>-3-R<sup>16</sup>-6-R<sup>18</sup> pyrazine, 3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>18</sup>-5-R<sup>18</sup>-4-R<sup>19</sup> pyridazine,
- 2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup> pyrimidine, 5-Q<sup>b</sup>-2-Q<sup>s</sup>-3-R<sup>16</sup>-6-R<sup>19</sup> pyrimidine,
- 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> thiophene, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> thiophene,
- 5 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> furan, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> furan,
- 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> pyrrole, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> pyrrole,
- 4-Q<sup>b</sup>-2-Q<sup>s</sup>-5-R<sup>19</sup> imidazole, 2-Q<sup>b</sup>-4-Q<sup>s</sup>-5-R<sup>17</sup> imidazole,
- 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup> isoxazole, 5-Q<sup>b</sup>-3-Q<sup>s</sup>-4-R<sup>16</sup> isoxazole,
- 2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup> pyrazole, 4-Q<sup>b</sup>-2-Q<sup>s</sup>-5-R<sup>19</sup> thiazole, and
- 10 2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>17</sup> thiazole;

- R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup>, and R<sup>19</sup> are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino,
- 15 N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidodisulfonyl, N,N-dimethylamidodisulfonyl,
- 20 hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, and cyano;

R<sup>16</sup> and R<sup>19</sup> are optionally Q<sup>b</sup> with the proviso that no more than one of R<sup>16</sup> and R<sup>19</sup> is Q<sup>b</sup> at the same time and that Q<sup>b</sup> is Q<sup>be</sup>;

- Q<sup>b</sup> is selected from the group consisting of NR<sup>20</sup>R<sup>21</sup>, Q<sup>be</sup>, wherein Q<sup>be</sup>
- 25 is hydrido, C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup>, and N(R<sup>26</sup>)C(NR<sup>25</sup>)N(R<sup>23</sup>)(R<sup>24</sup>), with the

provisos that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy at the same time and that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy at the same time;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, and hydroxy;

5  $Q^S$  is selected from the group consisting of a single covalent bond,  $CH_2$ , and  $CH_2CH_2$ .

19. The compound as recited in Claim 18 or a pharmaceutically acceptable salt thereof, wherein;

10 B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 3-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-

15 dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanoethyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

20 A is selected from the group consisting of single covalent bond,  $CH_2$ ,  $NHC(O)$ ,  $CH_2CH_2$ ,  $CH_2CH_2CH_2$ , and  $CH_3CHCH_2$ ;

$R^1$  and  $X^O$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

25

$R^2$  is  $Z^O-Q$ ;

$Z^O$  is selected from the group consisting of a covalent single bond, O, S, NH, and  $CH_2$ ;

- Q is selected from the group consisting of 5-amino-3-amidocarbonylphenyl, 5-amino-2-fluorophenyl, 3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl, 3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl, 3-aminophenyl, benzyl, 3-carboxyphenyl, 3-carboxy-5-aminophenyl, 3-carboxy-5-hydroxyphenyl, 3-carboxymethyl-5-aminophenyl, 3-carboxymethyl-5-hydroxyphenyl, 3-carboxymethylphenyl, 3-chlorophenyl, 2-chlorophenyl, 2,6-dichlorophenyl, 3-cyanophenyl, 3-dimethylaminophenyl, 2-fluorophenyl, 3-fluorophenyl, 2,5-difluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, 2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl, 3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl;

$Y^0$  is selected from the group consisting of:

- 1- $Q^b$ -4- $Q^s$ -2- $R^{16}$ -3- $R^{17}$ -5- $R^{18}$ -6- $R^{19}$  benzene,  
 2- $Q^b$ -5- $Q^s$ -6- $R^{17}$ -4- $R^{18}$ -2- $R^{19}$  pyridine,  
 3- $Q^b$ -6- $Q^s$ -2- $R^{16}$ -5- $R^{18}$ -4- $R^{19}$  pyridine,  
 3- $Q^b$ -5- $Q^s$ -4- $R^{16}$ -2- $R^{19}$  thiophene, and 2- $Q^b$ -5- $Q^s$ -3- $R^{16}$ -4- $R^{17}$  thiophene;

$R^{16}$  and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

- $R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

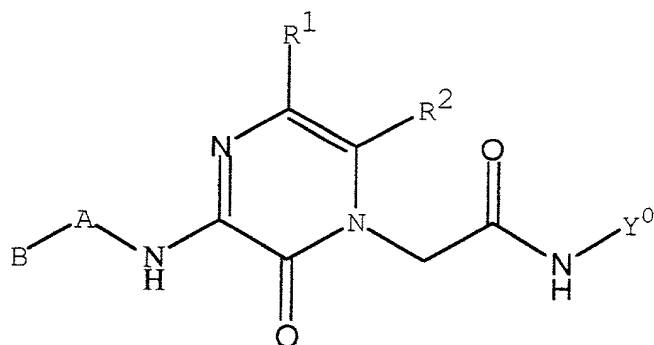
$R^{17}$  and  $R^{18}$  are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

$Q^b$  is selected from the group consisting of  $Q^{be}$  wherein  $Q^{be}$  is hydrido and  $C(NR^{25})NR^{23}R^{24}$ ;

$R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido and methyl;

$Q^s$  is  $CH_2$ .

- 5 20. The compound as recited in Claim 17 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

- 10 B is selected from the group consisting of hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

- 15  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and  $Q^b$ ;

- 20 A is selected from the group consisting of single covalent bond and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein  $rr$  is an integer selected from 0 through 1,  $pa$  is an integer selected from 0 through 3, and  $W^7$  is  $N(R^7)$ ;

$R^7$  is selected from the group consisting of hydrido and alkyl;

$R^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

$R^1$  and  $X^O$  are independently selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

$R^2$  is  $Z^0-Q$ ;

$Z^0$  is a covalent single bond;

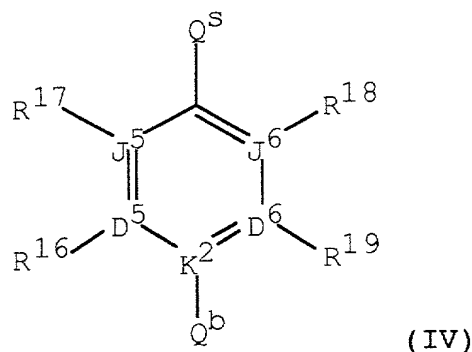
Q is selected from the group consisting of aryl and heteroaryl wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, lower alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkylamid sulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, aminoalkyl, hydroxy, amino, lower alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxyamido, carboxyalkyl, and cyano;

$Y^O$  is formula (IV):





- wherein  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond,  $K^2$  is C, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is O, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is S, one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  must be a covalent bond when two of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are O and S, and no more than four of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are N;

- $R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

$R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

- $Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido,  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , and  $C(NR^{25})NR^{23}R^{24}$ ;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido and alkyl;

$Q^s$  is  $CH_2$ .

21. The compound as recited in Claim 17 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butenyl, 2-butyne, sec-butyl, *tert*-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 3-pentyl, 2-methylbutyl, 2-methyl-2-butenyl, 3-methylbutyl, 3-methyl-2-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 2-heptynyl, 3-heptynyl, 4-heptynyl, 5-heptynyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of attachment of B to A with one or more of the group consisting of R<sup>32</sup>, R<sup>33</sup>, R<sup>34</sup>, R<sup>35</sup>, and R<sup>36</sup>;

R<sup>32</sup>, R<sup>33</sup>, R<sup>34</sup>, R<sup>35</sup>, and R<sup>36</sup> are independently selected from the group consisting of hydrido, amidino, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidodisulfonyl, hydroxymethyl, amidocarbonyl, carboxy, cyano, and Q<sup>b</sup>;

A is selected from the group consisting of single covalent bond, NH, N(CH<sub>3</sub>), CH<sub>2</sub>, CH<sub>3</sub>CH, and CH<sub>2</sub>CH<sub>2</sub>;

A is optionally selected from the group consisting of CH<sub>2</sub>N(CH<sub>3</sub>), CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>), CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>3</sub>), and CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>) with the proviso that B is hydrido;

$X^0$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

5  $R^1$  is selected from the group consisting of hydrido, hydroxy, amino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, methylthio, trifluoromethoxy, fluoro, and chloro;

$R^2$  is selected from the group consisting of phenyl, 2-thienyl, 2-furyl, 2-pyrrolyl, 2-imidazolyl, 2-thiazolyl, 3-isoxazolyl, 2-pyridyl, and 3-pyridyl, wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

10

15

$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, methylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidodisulfonyl, N,N-dimethylamidodisulfonyl, hydroxymethyl, 1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, carboxy, and cyano;

20

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, amidino, amidocarbonyl, N-methylamidocarbonyl, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, carboxy, carboxymethyl, amino, acetamido, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoroacetamido, aminomethyl, N-methylamino, dimethylamino, amidosulfonyl, N-methylamidodisulfonyl, N,N-dimethylamidodisulfonyl, methoxycarbonyl, fluoro, chloro, bromo, and cyano;

25

$Y^0$  is selected from the group consisting of:

- 1-Q<sup>b</sup>-4-Q<sup>s</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup> benzene,  
 2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-2-R<sup>19</sup> pyridine, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> thiophene,  
 3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup> pyridine, 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> thiophene,  
 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> furan, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> furan,  
 5 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> pyrrole, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> pyrrole,  
 4-Q<sup>b</sup>-2-Q<sup>s</sup>-5-R<sup>19</sup> thiazole, and 2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>17</sup> thiazole;

- R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup>, and R<sup>19</sup> are independently selected from the group consisting of hydrido, methyl, ethyl, amidino, guanidino, methoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino,  
 10 dimethylamino, methylthio, ethylthio, trifluoromethylthio, methylsulfinyl, methylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoromethoxy, fluoro, chloro, amidosulfonyl, N-methylamidosulfonyl, hydroxymethyl, carboxy, and cyano.

- Q<sup>b</sup> is selected from the group consisting of NR<sup>20</sup>R<sup>21</sup>,  
 15 C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup>, and N(R<sup>26</sup>)C(NR<sup>25</sup>)N(R<sup>23</sup>)(R<sup>24</sup>), with the proviso that said Q<sup>b</sup> group is bonded directly to a carbon atom;

R<sup>20</sup>, R<sup>21</sup>, R<sup>23</sup>, R<sup>24</sup>, R<sup>25</sup>, and R<sup>26</sup> are independently selected from the group consisting of hydrido, methyl, and ethyl;

Q<sup>s</sup> is CH<sub>2</sub>.

20

22. The compound as recited in Claim 21 or a pharmaceutically acceptable salt thereof, wherein;

- B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 3-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-
- 25

amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanoethyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

- 5 A is selected from the group consisting of single covalent bond,  $\text{CH}_2$ ,  $\text{CH}_3\text{CH}$ , and  $\text{CH}_2\text{CH}_2$ ;

$\text{X}^0$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

- 10  $\text{R}^1$  is selected from the group consisting of hydrido, hydroxy, amino, aminomethyl, cyano, methyl, trifluoromethyl, and fluoro;

- $\text{R}^2$  is selected from the group consisting of 5-amino-3-amidocarbonylphenyl, 5-amino-2-fluorophenyl, 3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl, 3-amidinophenyl, 15 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl, 3-aminophenyl, benzyl, 3-carboxyphenyl, 3-carboxy-5-aminophenyl, 3-carboxy-5-hydroxyphenyl, 3-carboxymethyl-5-aminophenyl, 3-carboxymethyl-5-hydroxyphenyl, 3-carboxymethylphenyl, 3-chlorophenyl, 2-chlorophenyl, 2,6-dichlorophenyl, 3-cyanophenyl, 3-dimethylaminophenyl, 2-fluorophenyl, 20 3-fluorophenyl, 2,5-difluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, 2- 25 trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl, 3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl;

$\text{Y}^0$  is selected from the group consisting of:

- 1-Q<sup>b</sup>-4-Q<sup>s</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup> benzene,  
2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-2-R<sup>19</sup> pyridine,  
30 3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup> pyridine,

3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> thiophene, and 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> thiophene;

R<sup>16</sup> and R<sup>19</sup> are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

5 R<sup>16</sup> and R<sup>19</sup> are optionally Q<sup>b</sup> with the proviso that no more than one of R<sup>16</sup> and R<sup>19</sup> is Q<sup>b</sup> at the same time and that Q<sup>b</sup> is Q<sup>be</sup>;

R<sup>17</sup> and R<sup>18</sup> are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

10 Q<sup>b</sup> is selected from the group consisting of Q<sup>be</sup> wherein Q<sup>be</sup> is hydrido and C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup>;

R<sup>23</sup>, R<sup>24</sup>, and R<sup>25</sup> are independently selected from the group consisting of hydrido and methyl;

Q<sup>s</sup> is CH<sub>2</sub>.

15 23. The compound as recited in Claim 22 or a pharmaceutically acceptable salt thereof, wherein;

20 B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 3-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanoethyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

25 A is selected from the group consisting of single covalent bond, CH<sub>2</sub>, CH<sub>3</sub>CH, and CH<sub>2</sub>CH<sub>2</sub>;

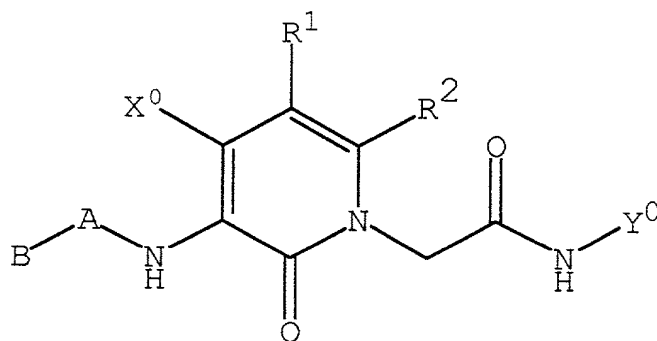
$X^0$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

5  $R^1$  is selected from the group consisting of hydrido, hydroxy, amino, aminomethyl, cyano, methyl, trifluoromethyl, and fluoro;

$R^2$  is selected from the group consisting of 5-amino-2-fluorophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl, 3-aminophenyl, 3-carboxyphenyl, 3-cyanophenyl, 3-methoxycarbonylphenyl, phenyl, and 3-pyridyl;

10  $Y^0$  is selected from the group consisting of 5-amidino-2-thienylmethyl, 4-amidinobenzyl, 2-fluoro-4-amidinobenzyl, and 3-fluoro-4-amidinobenzyl.

24. A compound as recited in Claim 17 where said compound is selected from the group having the Formula:



15 or a pharmaceutically acceptable salt thereof, wherein:

$R^2$  is 3-aminophenyl, B is 2,2,2-trifluoroethyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

20  $R^2$  is 3-aminophenyl, B is (S)-2-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 5-amino-2-fluorophenyl, B is isopropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 2-methyl-3-aminophenyl, B is isopropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is ethyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is ethyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

5  $R^2$  is 3-aminophenyl, B is 2-propenyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is isopropyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

10  $R^2$  is 3-aminophenyl, B is isopropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is (R)-2-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

15  $R^2$  is 3-aminophenyl, B is 2-propynyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is 3-pentyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

20  $R^2$  is 3-aminophenyl, B is hydrido, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is ethyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2-methypropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;



- $R^2$  is 3-aminophenyl, B is 2-propyl, A is  $\text{CH}_3\text{CH}$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;
- $R^2$  is 3-aminophenyl, B is propyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;
- 5  $R^2$  is 3-aminophenyl, B is 6-amidocarbonylhexyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;
- $R^2$  is 3-aminophenyl, B is tert-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;
- 10  $R^2$  is 3-aminophenyl, B is tert-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;
- $R^2$  is 3-aminophenyl, B is 3-hydroxypropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;
- $R^2$  is 3-aminophenyl, B is 2-methylpropyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;
- 15  $R^2$  is 3-aminophenyl, B is butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;
- $R^2$  is 3-aminophenyl, B is 3-methoxy-2-propyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;
- $R^2$  is 3-aminophenyl, B is 3-methoxy-2-propyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;
- 20  $R^2$  is 3-aminophenyl, B is 2-methoxy-2-ethyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;
- $R^2$  is 3-aminophenyl, B is 2-propyl, A is single bond,  $Y^0$  is 5-amidino-2-thienylmethyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2-propyl, A is single bond,  $Y^0$  is 4-amidino-3-fluorobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

$R^2$  is 3-carboxyphenyl, B is 2-propyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

5  $R^2$  is 3-aminophenyl, B is 2-propyl, A is single bond,  $Y^0$  is 4-amidino-3-fluorobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2,2,2-trifluoroethyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

10  $R^2$  is 3-aminophenyl, B is (S)-2-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is 5-amino-2-fluorophenyl, B is isopropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is 2-methyl-3-aminophenyl, B is isopropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

15  $R^2$  is 3-aminophenyl, B is ethyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is ethyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

20  $R^2$  is 3-aminophenyl, B is 2-propenyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is isopropyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is isopropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

- $R^2$  is 3-aminophenyl, B is 2-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;
- $R^2$  is 3-aminophenyl, B is (R)-2-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;
- 5       $R^2$  is 3-aminophenyl, B is 2-propynyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;
- $R^2$  is 3-aminophenyl, B is 3-pentyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;
- 10       $R^2$  is 3-aminophenyl, B is hydrido, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;
- $R^2$  is 3-aminophenyl, B is ethyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;
- $R^2$  is 3-aminophenyl, B is 2-methypropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;
- 15       $R^2$  is 3-aminophenyl, B is 2-propyl, A is  $CH_3CH$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;
- $R^2$  is 3-aminophenyl, B is propyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;
- $R^2$  is 3-aminophenyl, B is 6-amidocarbonylhexyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;
- 20       $R^2$  is 3-aminophenyl, B is tert-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;
- $R^2$  is 3-aminophenyl, B is tert-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is 3-hydroxypropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2-methylpropyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

5  $R^2$  is 3-aminophenyl, B is butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is 3-methoxy-2-propyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

10  $R^2$  is 3-aminophenyl, B is 3-methoxy-2-propyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2-methoxy-2-ethyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

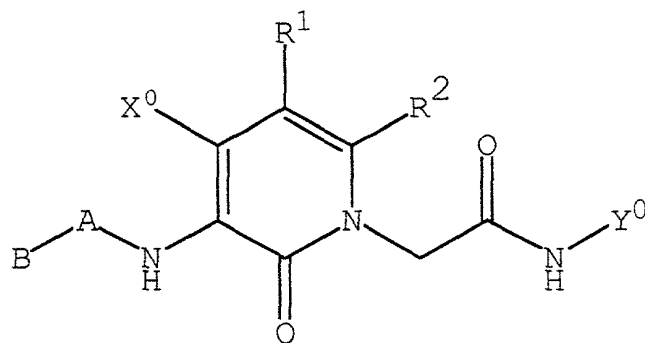
$R^2$  is 3-aminophenyl, B is 2-propyl, A is single bond,  $Y^0$  is 5-amidino-2-thienylmethyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

15  $R^2$  is 3-aminophenyl, B is 2-propyl, A is single bond,  $Y^0$  is 4-amidino-3-fluorobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is 3-carboxyphenyl, B is 2-propyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

20  $R^2$  is 3-aminophenyl, B is 2-propyl, A is single bond,  $Y^0$  is 4-amidino-3-fluorobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido.

25. The compound as recited in Claim 2 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

- B is selected from the group consisting of C3-C7 cycloalkyl and C4 saturated heterocyclyl, wherein each ring carbon is optionally substituted with
- 5  $R^{33}$ , a ring carbon other than the ring carbon at the point of attachment of B to A is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbon sand a nitrogen adjacent to the carbon atom at the point of attachment is optionally substituted with  $R^9$  or
- 10  $R^{13}$ , a ring carbon or nitrogen adjacent to the  $R^9$  position and two atoms from the point of attachment is optionally substituted with  $R^{10}$ , a ring carbon or nitrogen adjacent to the  $R^{13}$  position and two atoms from the point of attachment is optionally substituted with  $R^{12}$ , a ring carbon three atoms from the point of attachment and adjacent to the  $R^{10}$  position is optionally substituted with  $R^{11}$ , a ring carbon three atoms from the point of attachment and adjacent to the  $R^{12}$  position is optionally substituted with  $R^{33}$ , and a ring carbon atoms from the point of attachment and adjacent to the  $R^{11}$  and  $R^{33}$  positions is optionally substituted with  $R^{34}$ ;

- 15  $R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, lower alkylamino, alkylthio, alkylsulfonamido, alkylsulfinyl, alkylsulfonyl,
- 20

amidosulfonyl, monoalkyl amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of

- 5 hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, amidocarbonyl, halo, haloalkyl, and cyano;

$R^{33}$  and  $R^{34}$  are independently selected from the group consisting of

- 10 hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and  $Q^b$ ;

- A is selected from the group consisting of single covalent bond and  
 15  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein  $rr$  is an integer selected from 0 through 1,  $pa$  is an integer selected from 0 through 3, and  $W^7$  is selected from the group consisting of  $(R^7)NC(O)$  and  $N(R^7)$ ;

$R^7$  is selected from the group consisting of hydrido, hydroxy and alkyl;

- $R^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and  
 20 haloalkyl;

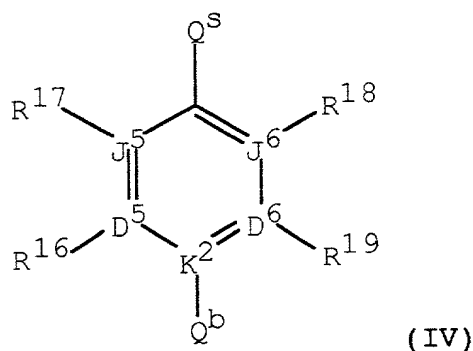
$R^1$  and  $X^O$  are independently selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

- 25  $R^2$  is  $Z^0-Q$ ;

$Z^0$  is selected from the group consisting of a covalent single bond, O, S, NH, and  $CH_2$ ;

Q is selected from the group consisting of aryl and heteroaryl wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by R<sup>9</sup>, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R<sup>13</sup>, a carbon adjacent to R<sup>9</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>10</sup>, a carbon adjacent to R<sup>13</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>12</sup>, and any carbon adjacent to both R<sup>10</sup> and R<sup>12</sup> is optionally substituted by R<sup>11</sup>;

Y<sup>0</sup> is formula (IV):



10

wherein D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond, K<sup>2</sup> is C, no more than one of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> is O, no more than one of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> is S, one of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> must be a covalent bond when two of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> are O and S, and no more than four of D<sup>5</sup>, D<sup>6</sup>, J<sup>5</sup>, and J<sup>6</sup> are N;

15

R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup>, and R<sup>19</sup> are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl,

alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

$R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

- 5  $Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido, and  $C(NR^{25})NR^{23}R^{24}$ , with the provisos that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy at the same time and that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy at the same time;

- 10  $R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido, alkyl, and hydroxy;

$Q^s$  is selected from the group consisting of a single covalent bond,  $CH_2$ , and  $CH_2CH_2$ .

- 15 26. The compound as recited in Claim 25 or a pharmaceutically acceptable salt thereof, wherein;

- B is selected from the group consisting of cyclopropyl, cyclobutyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, thiaetan-3-yl, cyclopentyl, cyclohexyl, norbornyl, bicyclo[3.1.0]hexan-6-yl, and cycloheptyl, wherein each ring carbon is optionally substituted with  $R^{33}$ , ring  
20 carbons and a nitrogen adjacent to the carbon atom at the point of attachment is optionally substituted with  $R^9$  or  $R^{13}$ , a ring carbon or nitrogen adjacent to the  $R^9$  position and two atoms from the point of attachment is optionally substituted with  $R^{10}$ , and a ring carbon or nitrogen adjacent to the  $R^{13}$  position and two atoms from the point of attachment is optionally substituted  
25 with  $R^{12}$ ;



$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting

of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of

hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, fluoro, chloro, bromo, and cyano;

$R^{33}$  and  $R^{34}$  are independently selected from the group consisting of

hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and  $Q^b$ ;

A is selected from the group consisting of single covalent bond, NH, N(CH<sub>3</sub>), N(OH), CH<sub>2</sub>, CH<sub>3</sub>CH, CF<sub>3</sub>CH, NHC(O), N(CH<sub>3</sub>)C(O), C(O)NH, C(O)N(CH<sub>3</sub>), CH<sub>2</sub>CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>, CH<sub>3</sub>CHCH<sub>2</sub>, and CF<sub>3</sub>CHCH<sub>2</sub>;

- 5           R<sup>1</sup> and X<sup>0</sup> are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

R<sup>2</sup> is Z<sup>0</sup>-Q;

Z<sup>0</sup> is selected from the group consisting of a covalent single bond, O, S, NH, and CH<sub>2</sub>;

- 15           Q is selected from the group consisting of phenyl, 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl, wherein a carbon adjacent
- 20           to the carbon at the point of attachment is optionally substituted by R<sup>9</sup>, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R<sup>13</sup>, a carbon adjacent to R<sup>9</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>10</sup>, a carbon adjacent to R<sup>13</sup> and two atoms from the carbon at the point of attachment is optionally
- 25           substituted by R<sup>12</sup>, and any carbon adjacent to both R<sup>10</sup> and R<sup>12</sup> is optionally substituted by R<sup>11</sup>;

Y<sup>0</sup> is selected from the group consisting of:

- $1-Q^b-4-Q^s-2-R^{16}-3-R^{17}-5-R^{18}-6-R^{19}$  benzene,  
 $2-Q^b-5-Q^s-6-R^{17}-4-R^{18}-2-R^{19}$  pyridine,  
 $3-Q^b-6-Q^s-2-R^{16}-5-R^{18}-4-R^{19}$  pyridine,  $2-Q^b-4-Q^s-3-R^{16}-6-R^{18}$  pyrazine,  $3-Q^b-6-Q^s-2-R^{18}-5-R^{18}-4-R^{19}$  pyridazine,  
5  $2-Q^b-5-Q^s-6-R^{17}-4-R^{18}$  pyrimidine,  $5-Q^b-2-Q^s-3-R^{16}-6-R^{19}$  pyrimidine,  
 $3-Q^b-5-Q^s-4-R^{16}-2-R^{19}$  thiophene,  $2-Q^b-5-Q^s-3-R^{16}-4-R^{17}$  thiophene,  
 $3-Q^b-5-Q^s-4-R^{16}-2-R^{19}$  furan,  $2-Q^b-5-Q^s-3-R^{16}-4-R^{17}$  furan,  
 $3-Q^b-5-Q^s-4-R^{16}-2-R^{19}$  pyrrole,  $2-Q^b-5-Q^s-3-R^{16}-4-R^{17}$  pyrrole,  
 $4-Q^b-2-Q^s-5-R^{19}$  imidazole,  $2-Q^b-4-Q^s-5-R^{17}$  imidazole,  
10  $3-Q^b-5-Q^s-4-R^{16}$  isoxazole,  $5-Q^b-3-Q^s-4-R^{16}$  isoxazole,  
 $2-Q^b-5-Q^s-4-R^{16}$  pyrazole,  $4-Q^b-2-Q^s-5-R^{19}$  thiazole, and  
 $2-Q^b-5-Q^s-4-R^{17}$  thiazole;

- $R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino,  
15 guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl,  
20 pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidodisulfonyl, N,N-dimethylamidodisulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, and cyano;

- $R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  
25  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

$Q^b$  is selected from the group consisting of  $Q^{be}$  wherein  $Q^{be}$  is hydrido and  $C(NR^{25})NR^{23}R^{24}$ , with the proviso that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy at the same time;

$R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido, methyl, ethyl, and hydroxy;

$Q^s$  is selected from the group consisting of a single covalent bond,  $CH_2$  and  $CH_2CH_2$ .

27. The compound as recited in Claim 26 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, 2-(2R)-bicyclo[2.2.1]-heptyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, and bicyclo[3.1.0]hexan-6-yl;

A is selected from the group consisting of single covalent bond,  $CH_2$ ,  $NHC(O)$ ,  $CH_2CH_2$ , and  $CH_2CH_2CH_2$ ;

$R^1$  and  $X^O$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

$R^2$  is  $Z^0-Q$ ;

$Z^0$  is selected from the group consisting of a covalent single bond, O, S, NH, and  $CH_2$ ;

Q is selected from the group consisting of 5-amino-3-amidocarbonylphenyl, 5-amino-2-fluorophenyl, 3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl, 3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl, 3-aminophenyl, benzyl, 3-carboxyphenyl, 3-carboxy-5-aminophenyl, 3-carboxy-5-hydroxyphenyl, 3-carboxymethyl-5-aminophenyl, 3-carboxymethyl-5-hydroxyphenyl, 3-carboxymethylphenyl, 3-chlorophenyl, 2-chlorophenyl,

- 2,6-dichlorophenyl, 3-cyanophenyl, 3-dimethylaminophenyl, 2-fluorophenyl, 3-fluorophenyl, 2,5-difluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, 2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl, 3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl;

$Y^0$  is selected from the group consisting of:

- 10  $1-Q^b-4-Q^s-2-R^{16}-3-R^{17}-5-R^{18}-6-R^{19}$  benzene,  
 $2-Q^b-5-Q^s-6-R^{17}-4-R^{18}-2-R^{19}$  pyridine,  
 $3-Q^b-6-Q^s-2-R^{16}-5-R^{18}-4-R^{19}$  pyridine,  
 $3-Q^b-5-Q^s-4-R^{16}-2-R^{19}$  thiophene, and  $2-Q^b-5-Q^s-3-R^{16}-4-R^{17}$  thiophene;

- $R^{16}$  and  $R^{19}$  are independently selected from the group consisting of  
 15 hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

$R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

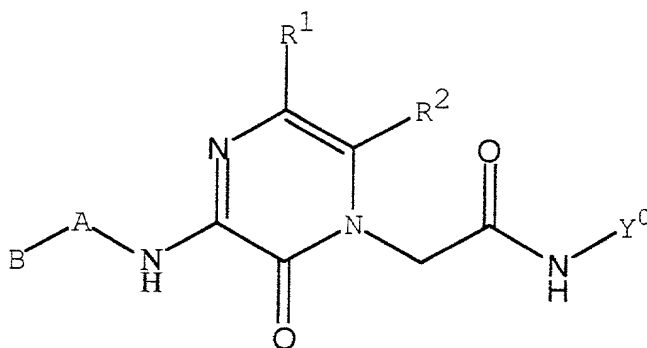
- $R^{17}$  and  $R^{18}$  are independently selected from the group consisting of  
 20 hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

$Q^b$  is selected from the group consisting of  $Q^{be}$  wherein  $Q^{be}$  is hydrido and  $C(NR^{25})NR^{23}R^{24}$ ;

$R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido and methyl;

- 25  $Q^s$  is  $CH_2$ .

28. The compound as recited in Claim 25 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

- B is selected from the group consisting of C3-C7 cycloalkyl and C4 saturated heterocyclyl, wherein each ring carbon is optionally substituted with  $R^{33}$ , a ring carbon other than the ring carbon at the point of attachment of B to
- A is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbons and a nitrogen adjacent to the carbon atom at the point of attachment is optionally substituted with  $R^9$  or  $R^{13}$ , a ring carbon or nitrogen adjacent to the  $R^9$  position and two atoms from
- the point of attachment is optionally substituted with  $R^{10}$ , a ring carbon or nitrogen adjacent to the  $R^{13}$  position and two atoms from the point of attachment is optionally substituted with  $R^{12}$ , a ring carbon three atoms from the point of attachment and adjacent to the  $R^{10}$  position is optionally substituted with  $R^{11}$ , a ring carbon three atoms from the point of attachment and adjacent to the  $R^{12}$  position is optionally substituted with  $R^{33}$ , and a ring carbon four atoms from the point of attachment and adjacent to the  $R^{11}$  and  $R^{33}$  positions is optionally substituted with  $R^{34}$ ;

- $R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, lower alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl,

monoalkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of

- 5 hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, aminoalkyl, hydroxy, amino, lower alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxyamido, and cyano;

$R^{33}$  and  $R^{34}$  are independently selected from the group consisting of

- 10 hydrido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, and cyano;

$R^{33}$  is optionally  $Q^b$ ;

- 15 A is selected from the group consisting of single covalent bond and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein  $rr$  is an integer selected from 0 through 1,  $pa$  is an integer selected from 0 through 3, and  $W^7$  is  $N(R^7)$ ;

$R^7$  is selected from the group consisting of hydrido and alkyl;

- $R^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and  
20 haloalkyl;

$R^1$  and  $X^O$  are independently selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

- 25  $R^2$  is  $Z^0-Q$ ;

$Z^0$  is a covalent single bond;

Q is selected from the group consisting of aryl and heteroaryl wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is

optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

5 optionally substituted by  $R^{11}$ ;

$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group

consisting of hydrido, hydroxy, amino, amidino, guanidino, lower alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkylamidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

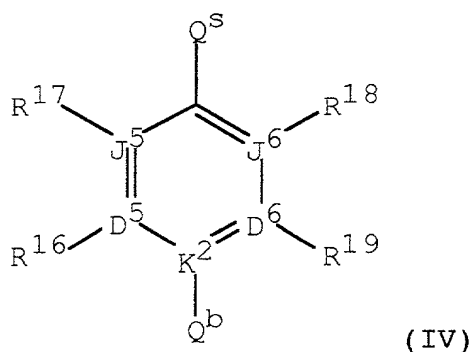
10

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of

hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, aminoalkyl, hydroxy, amino, lower alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxyamido, carboxyalkyl, and cyano;

15

$Y^0$  is formula (IV):



wherein  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are independently selected from the group

20 consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond,  $K^2$  is C, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$



is O, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is S, one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  must be a covalent bond when two of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are O and S, and no more than four of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are N;

$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group

- 5 consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

$R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of

- 10  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido, and  $C(NR^{25})NR^{23}R^{24}$ ;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido and alkyl;

- 15  $Q^s$  is  $CH_2$ .

29. The compound as recited in Claim 28 or a pharmaceutically acceptable salt thereof, wherein;

- 20 B is selected from the group consisting of cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, 2-(2R)-bicyclo[2.2.1]-heptyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, and bicyclo[3.1.0]hexan-6-yl, wherein each ring carbon is optionally substituted with  $R^{33}$ , ring carbons and a nitrogen at adjacent to the carbon atom at the point of attachment is optionally substituted with  $R^9$  or  $R^{13}$ , a ring carbon or nitrogen adjacent to the  $R^9$
- 25 position and two atoms from the point of attachment is optionally substituted

with  $R^{10}$ , and a ring carbon or nitrogen adjacent to the  $R^{13}$  position and two atoms from the point of attachment is optionally substituted with  $R^{12}$ ;

$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, methylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamid sulfonyl, N,N-dimethylamid sulfonyl, hydroxymethyl, 1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, carboxy, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, amidino, amidocarbonyl, N-methylamidocarbonyl, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, carboxy, carboxymethyl, amino, acetamido, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoroacetamido, aminomethyl, N-methylamino, dimethylamino, amidosulfonyl, N-methylamid sulfonyl, N,N-dimethylamid sulfonyl, methoxycarbonyl, fluoro, chloro, bromo, and cyano;

$R^{33}$  are independently selected from the group consisting of hydrido, amidino, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, carboxy, amino, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamid sulfonyl, hydroxymethyl, amidocarbonyl, cyano, and  $Q^b$ ;

A is selected from the group consisting of single covalent bond, NH,  $N(CH_3)$ ,  $CH_2$ ,  $CH_3CH$ ,  $CH_2CH_2$ , and  $CH_2CH_2CH_2$ ;

$X^O$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

$R^1$  is selected from the group consisting of hydrido, hydroxy, amino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, methylthio, trifluoromethoxy, fluoro, and chloro;

$R^2$  is selected from the group consisting of phenyl, 2-thienyl, 2-furyl, 2-pyrrolyl, 2-imidazolyl, 2-thiazolyl, 3-isoxazolyl, 2-pyridyl, and 3-pyridyl,

wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

$Y^0$  is selected from the group consisting of:

1-Q<sup>b</sup>-4-Q<sup>s</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup> benzene,  
 10 2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-2-R<sup>19</sup> pyridine, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> thiophene,  
 3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup> pyridine, 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> thiophene,  
 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> furan, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> furan,  
 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> pyrrole, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> pyrrole,  
 4-Q<sup>b</sup>-2-Q<sup>s</sup>-5-R<sup>19</sup> thiazole, and 2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>17</sup> thiazole;

15  $R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, methyl, ethyl, amidino, guanidino, methoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethylthio, methylsulfinyl, methylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoromethoxy, fluoro, chloro, amidosulfonyl, N-methylamidulosulfonyl,  
 20 hydroxymethyl, carboxy, and cyano.

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$  and  $C(NR^{25})NR^{23}R^{24}$ , with the proviso that said  $Q^b$  group is bonded directly to a carbon atom;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido, methyl, and ethyl;

$Q^s$  is  $CH_2$ .

- 5 30. The compound as recited in Claim 29 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, 2-(2R)-bicyclo[2.2.1]-heptyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, and azetidin-3-yl;

- 10 A is selected from the group consisting of a single covalent bond,  $CH_2$ ,  $NHC(O)$ ,  $CH_2CH_2$  and  $CH_2CH_2CH_2$ ;

$X^O$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

- 15  $R^1$  is selected from the group consisting of hydrido, hydroxy, amino, aminomethyl, cyano, methyl, trifluoromethyl, and fluoro;

$R^2$  is selected from the group consisting of 3-aminophenyl, 2,6-dichlorophenyl, 2-hydroxyphenyl, 5-amino-2-thienyl, and 3-thienyl;

$Y^0$  is selected from the group consisting of:

- 20  $1-Q^b-4-Q^s-2-R^{16}-3-R^{17}-5-R^{18}-6-R^{19}$  benzene,  
 $3-Q^b-5-Q^s-4-R^{16}-2-R^{19}$  thiophene, and  $2-Q^b-5-Q^s-3-R^{16}-4-R^{17}$  thiophene;

$R^{16}$  and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

- 25  $R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

$R^{17}$  and  $R^{18}$  are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

$Q^b$  is selected from the group consisting of  $Q^{be}$  wherein  $Q^{be}$  is hydrido and  $C(NR^{25})NR^{23}R^{24}$ ;

$R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido and methyl;

5  $Q^s$  is  $CH_2$ .

31. The compound as recited in Claim 30 or a pharmaceutically acceptable salt thereof, wherein;

10 B is selected from the group consisting of cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, 2-(2R)-bicyclo[2.2.1]-heptyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, and azetidin-3-yl;

A is selected from the group consisting of a single covalent bond,  $CH_2$ ,  $CH_2CH_2$  and  $CH_2CH_2CH_2$ ;

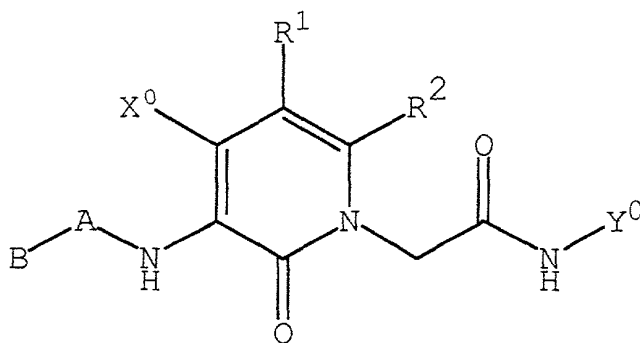
15  $X^O$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

$R^1$  is selected from the group consisting of hydrido, hydroxy, amino, aminomethyl, cyano, methyl, trifluoromethyl, and fluoro;

20  $R^2$  is selected from the group consisting of 3-aminophenyl, 2,6-dichlorophenyl, 2-hydroxyphenyl, phenyl, 5-amino-2-thienyl, and 3-thienyl;

$Y^O$  is selected from the group consisting of 5-amidino-2-thienylmethyl, 4-amidinobenzyl, 2-fluoro-4-amidinobenzyl, and 3-fluoro-4-amidinobenzyl.

25 32. A compound as recited in Claim 25 where said compound is selected from the group having the Formula:



or a pharmaceutically acceptable salt thereof, wherein:

$R^2$  is 3-aminophenyl, B is cyclopropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

5  $R^2$  is 3-aminophenyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

10  $R^2$  is 3-aminophenyl, B is cyclopropyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidino-3-fluorobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

15  $R^2$  is 3-aminophenyl, B is cyclopentyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 5-amino-2-thienyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

20  $R^2$  is 3-aminophenyl, B is cyclopropyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2-(2R)-bicyclo[2.2.1]-heptyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is cyclopentyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

5  $R^2$  is 3-aminophenyl, B is cyclohexyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is 2-hydroxyphenyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is phenyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is 3-thienyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

$R^2$  is 2,6-dichlorophenyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^O$  is hydrido;

15  $R^2$  is 3-aminophenyl, B is cyclopropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydroxymethyl;

$R^2$  is 3-aminophenyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydroxymethyl;

$R^2$  is 3-aminophenyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydroxymethyl;

$R^2$  is 3-aminophenyl, B is cyclopropyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydroxymethyl;

$R^2$  is 3-aminophenyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydroxymethyl;

$R^2$  is 3-aminophenyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidino-3-fluorobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydroxymethyl;

$R^2$  is 3-aminophenyl, B is cyclopentyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydroxymethyl;

5  $R^2$  is 5-amino-2-thienyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydroxymethyl;

$R^2$  is 3-aminophenyl, B is cyclopropyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydroxymethyl;

10  $R^2$  is 3-aminophenyl, B is 2-(2R)-bicyclo[2.2.1]-heptyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydroxymethyl;

$R^2$  is 3-aminophenyl, B is cyclopentyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydroxymethyl;

$R^2$  is 3-aminophenyl, B is cyclohexyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydroxymethyl;

15  $R^2$  is 2-hydroxyphenyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydroxymethyl;

$R^2$  is phenyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydroxymethyl;

20  $R^2$  is 3-thienyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydroxymethyl;

$R^2$  is 2,6-dichlorophenyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^O$  is hydroxymethyl;

$R^2$  is 3-aminophenyl, B is cyclopropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxymethyl, and  $X^O$  is hydrido;



$R^2$  is 3-aminophenyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is hydroxymethyl, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxymethyl, and  $X^O$  is hydrido;

5  $R^2$  is 3-aminophenyl, B is cyclopropyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is hydroxymethyl, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxymethyl, and  $X^O$  is hydrido;

10  $R^2$  is 3-aminophenyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidino-3-fluorobenzyl,  $R^1$  is hydroxymethyl, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is cyclopentyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxymethyl, and  $X^O$  is hydrido;

$R^2$  is 5-amino-2-thienyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxymethyl, and  $X^O$  is hydrido;

15  $R^2$  is 3-aminophenyl, B is cyclopropyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxymethyl, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2-(2R)-bicyclo[2.2.1]-heptyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxymethyl, and  $X^O$  is hydrido;

20  $R^2$  is 3-aminophenyl, B is cyclopentyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is hydroxymethyl, and  $X^O$  is hydrido;

$R^2$  is 3-aminophenyl, B is cyclohexyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxymethyl, and  $X^O$  is hydrido;

$R^2$  is 2-hydroxyphenyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxymethyl, and  $X^O$  is hydrido;

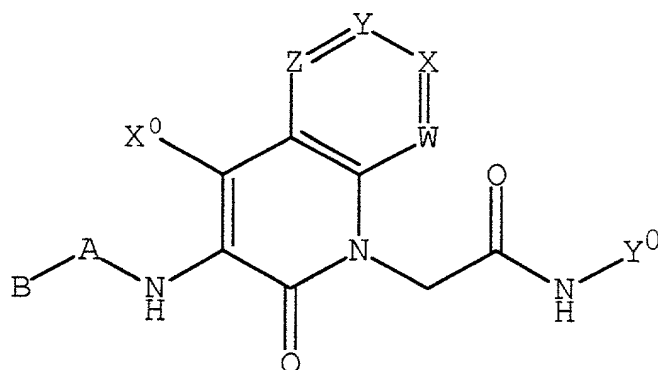
25

$R^2$  is phenyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxymethyl, and  $X^0$  is hydrido;

$R^2$  is 3-thienyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxymethyl, and  $X^0$  is hydrido;

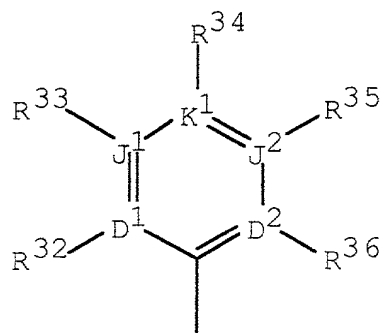
- 5  $R^2$  is 2,6-dichlorophenyl, B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydroxymethyl, and  $X^0$  is hydrido.

33. The compound as recited in Claim 2 having the Formula:



- 10 or a pharmaceutically acceptable salt thereof, wherein;

B is the Formula (V):



(V)

- wherein  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond, no more than one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  is O,  
 15 no more than one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  is S, one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and

$K^1$  must be a covalent bond when two of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are O and S,  
and no more than four of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are N;

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the  
group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino,  
5 alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio,  
amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo,  
haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido,  
cyano, and  $Q^b$ ;

B is optionally selected from the group consisting of hydrido, C2-C8  
10 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each  
member of group B is optionally substituted at any carbon up to and including  
6 atoms from the point of attachment of B to A with one or more of the group  
consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

B is selected from the group consisting of C3-C7 cycloalkyl and C4-C6  
15 saturated heterocyclyl, wherein each ring carbon is optionally substituted with  
 $R^{33}$ , a ring carbon other than the ring carbon at the point of attachment of B to  
A is optionally substituted with oxo provided that no more than one ring carbon  
is substituted by oxo at the same time, ring carbons and nitrogen adjacent to the  
carbon atom at the point of attachment are optionally substituted with  $R^9$  or  
20  $R^{13}$ , a ring carbon or nitrogen adjacent to the  $R^9$  position and two atoms from  
the point of attachment is optionally substituted with  $R^{10}$ , a ring carbon or  
nitrogen adjacent to the  $R^{13}$  position and two atoms from the point of  
attachment is optionally substituted with  $R^{12}$ , a ring carbon or nitrogen three  
atoms from the point of attachment and adjacent to the  $R^{10}$  position is  
25 optionally substituted with  $R^{11}$ , a ring carbon or nitrogen three atoms from  
the point of attachment and adjacent to the  $R^{12}$  position is optionally

substituted with  $R^{33}$ , and a ring carbon or nitrogen four atoms from the point of attachment and adjacent to the  $R^{11}$  and  $R^{33}$  positions is optionally substituted with  $R^{34}$ ;

$R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$  are independently selected from the

- 5 group consisting of hydrido, acetamido, haloacetamido, alkoxyamino, alkanoyl, haloalkanoyl, amidino, guanidino, alkylenedioxy, haloalkylthio, heteroaryl, heterocyclyl, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, carboalkoxy, carboxyalkyl, carboxy, carboxamido, and cyano;

A is selected from the group consisting of single covalent bond and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein  $rr$  is an integer selected from 0 through 1,  $pa$  is an integer selected from 0 through 3, and  $W^7$  is selected from the group

- 15 consisting of  $(R^7)NC(O)$  and  $N(R^7)$ ;

$R^7$  is selected from the group consisting of hydrido, hydroxy and alkyl;

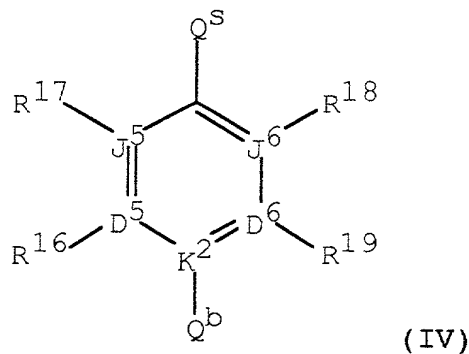
$R^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

- 20  $X^0$  is selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

- W, X, Y, and Z are independently selected from the group consisting of  $C(R^9)$ ,  $C(R^{10})$ ,  $C(R^{11})$ ,  $C(R^{12})$ , N,  $N(R^{10})$ , O, S and a covalent bond with the provisos that one of W, X, Y, and Z is independently selected to be a covalent bond when one of W, X, Y, and Z is selected from the group
- 25 consisting of N,  $N(R^{10})$ , O, and S, no more than one of W, X, Y, and Z is optionally selected from the group consisting of O and S, and no more than

three of W, X, Y, and Z are optionally selected from the group consisting of N and  $N(R^{10})$ ;

$Y^0$  is formula (IV):



- 5 wherein  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond,  $K^2$  is C, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is O, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is S, one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  must be a covalent bond when two of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are O and S, and no
- 10 more than four of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are N, with the provisos that  $R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are each independently selected to maintain the tetravalent nature of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;

$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group

- 15 consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

$R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one

- 20 of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido,  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , and  $C(NR^{25})NR^{23}R^{24}$ , with the provisos that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy, amino, alkylamino, or dialkylamino at the same time and that no more than one of  $R^{23}$  and  $R^{24}$  is

5 hydroxy, amino, alkylamino, or dialkylamino at the same time;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, alkyl, hydroxy, amino, alkylamino and dialkylamino;

$Q^s$  is selected from the group consisting of a single covalent bond,  $CH_2$ , and  $CH_2CH_2$ .

10

34. The compound as recited in Claim 33 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of phenyl, 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl, wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{32}$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{36}$ , a carbon adjacent to  $R^{32}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{33}$ , a carbon adjacent to  $R^{36}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{35}$ , and any carbon adjacent to both  $R^{33}$  and  $R^{35}$  is optionally substituted by  $R^{34}$ ;

25  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy,

isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-  
 5 tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamid sulfonyl, N,N-dimethylamid sulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and Q<sup>b</sup>;

10 B is optionally selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butenyl, 3-butenyl, 2-butyryl, sec-butyl, *tert*-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 4-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 1-methyl-2-butenyl, 1-methyl-3-butenyl, 1-methyl-2-butyryl, 3-pentyl, 1-ethyl-2-  
 15 propenyl, 2-methylbutyl, 2-methyl-2-butenyl, 2-methyl-3-butenyl, 2-methyl-3-butyryl, 3-methylbutyl, 3-methyl-2-butenyl, 3-methyl-3-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 5-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-4-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-ethyl-  
 20 3-butenyl, 1-propyl-2-propenyl, 1-ethyl-2-butyryl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 6-heptenyl, 2-heptyryl, 3-heptyryl, 4-heptyryl, 5-heptyryl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-5-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-  
 25 pentenyl, 1-ethyl-4-pentenyl, 1-butyl-2-propenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of  
 30 attachment of B to A with one or more of the group consisting of R<sup>32</sup>, R<sup>33</sup>, R<sup>34</sup>, R<sup>35</sup>, and R<sup>36</sup>;

B is optionally selected from the group consisting of cyclopropyl, cyclobutyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, thiaetan-3-yl, cyclopentyl, cyclohexyl, norbornyl, 7-oxabicyclo[2.2.1]heptan-2-yl,

bicyclo[3.1.0]hexan-6-yl, cycloheptyl, 2-morpholinyl, 3-morpholinyl, 4-morpholinyl, 1-piperazinyl, 2-piperazinyl, 1-piperidinyl, 2-piperidinyl, 3-piperidinyl, 4-piperidinyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 2-dioxanyl, 4H-2-pyranyl, 4H-3-pyranyl, 4H-4-pyranyl, 4H-pyran-4-one-2-yl, 5 4H-pyran-4-one-3-yl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-tetrahydropyranyl, 3-tetrahydropyranyl, 4-tetrahydropyranyl, 2-tetrahydrothienyl, and 3-tetrahydrothienyl, wherein each ring carbon is optionally substituted with  $R^{33}$ , a ring carbon and nitrogen atoms adjacent to the carbon atom at the point of attachment is optionally substituted with  $R^9$  or 10  $R^{13}$ , a ring carbon or nitrogen atom adjacent to the  $R^9$  position and two atoms from the point of attachment is optionally substituted with  $R^{10}$ , and a ring carbon or nitrogen atom adjacent to the  $R^{13}$  position and two atoms from the point of attachment is optionally substituted with  $R^{12}$ ;

$R^9$  and  $R^{11}$  are independently selected from the group consisting of 15 hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, 20 chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of 25 hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 30



2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, fluoro, chloro, bromo, and cyano;

A is selected from the group consisting of single covalent bond, NH, N(CH<sub>3</sub>),

- 5 N(OH), CH<sub>2</sub>, CH<sub>3</sub>CH, CF<sub>3</sub>CH, NHC(O), N(CH<sub>3</sub>)C(O), C(O)NH, C(O)N(CH<sub>3</sub>), CH<sub>2</sub>CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>, CH<sub>3</sub>CHCH<sub>2</sub>, and CF<sub>3</sub>CHCH<sub>2</sub>;

A is optionally selected from the group consisting of CH<sub>2</sub>N(CH<sub>3</sub>),

CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>), CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>3</sub>), and CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>) with the proviso that B is hydrido;

- 10 X<sup>0</sup> is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;
- 15

W, X, Y, and Z are independently selected from the group consisting of CH, N, CF, CCl, C-CN, C-CH<sub>3</sub>, C-CH<sub>2</sub>CH<sub>3</sub>, C-NH<sub>2</sub>, C-CH<sub>2</sub>NH<sub>2</sub>,

C-CH<sub>2</sub>NHCH<sub>3</sub>, C-NHCH<sub>3</sub>, C-N(CH<sub>3</sub>)<sub>2</sub>, C-CH(NH<sub>2</sub>)CH<sub>3</sub>,

C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, C-NHOCH<sub>3</sub>, C-NHOCH<sub>2</sub>CH<sub>3</sub>, C-C(NH)NH<sub>2</sub>,

- 20 C-C(NOH)NH<sub>2</sub>, C-OH, C-CH<sub>2</sub>OH, C-CH<sub>2</sub>CH<sub>2</sub>OH, C-CH(OH)CH<sub>3</sub>, C-OCH<sub>3</sub>, C-OCH<sub>2</sub>CH<sub>3</sub>, C-CO<sub>2</sub>H, C-CO<sub>2</sub>CH<sub>3</sub>, C-C(O)NH<sub>2</sub>, C-C(O)NHCH<sub>3</sub>, C-C(O)NH(CH<sub>3</sub>)<sub>2</sub>, C-CH<sub>2</sub>CO<sub>2</sub>H, C-SO<sub>2</sub>NH<sub>2</sub>, C-SO<sub>2</sub>NHCH<sub>3</sub>, C-NH(O)CCH<sub>3</sub>, and C-NH(O)CCF<sub>3</sub>;

Y<sup>0</sup> is selected from the group consisting of:

- 25 1-Q<sup>b</sup>-4-Q<sup>s</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup> benzene,  
2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-2-R<sup>19</sup> pyridine,

- 3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup> pyridine, 2-Q<sup>b</sup>-4-Q<sup>s</sup>-3-R<sup>16</sup>-6-R<sup>18</sup> pyrazine, 3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>18</sup>-5-R<sup>18</sup>-4-R<sup>19</sup> pyridazine,
- 2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup> pyrimidine, 5-Q<sup>b</sup>-2-Q<sup>s</sup>-3-R<sup>16</sup>-6-R<sup>19</sup> pyrimidine,
- 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> thiophene, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> thiophene,
- 5 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> furan, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> furan,
- 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> pyrrole, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> pyrrole,
- 4-Q<sup>b</sup>-2-Q<sup>s</sup>-5-R<sup>19</sup> imidazole, 2-Q<sup>b</sup>-4-Q<sup>s</sup>-5-R<sup>17</sup> imidazole,
- 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup> isoxazole, 5-Q<sup>b</sup>-3-Q<sup>s</sup>-4-R<sup>16</sup> isoxazole,
- 2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup> pyrazole, 4-Q<sup>b</sup>-2-Q<sup>s</sup>-5-R<sup>19</sup> thiazole, and
- 10 2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>17</sup> thiazole;

- R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup>, and R<sup>19</sup> are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino,
- 15 N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidodisulfonyl, N,N-dimethylamidodisulfonyl,
- 20 hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, and cyano;

R<sup>16</sup> and R<sup>19</sup> are optionally Q<sup>b</sup> with the proviso that no more than one of R<sup>16</sup> and R<sup>19</sup> is Q<sup>b</sup> at the same time and that Q<sup>b</sup> is Q<sup>be</sup>;

- Q<sup>b</sup> is selected from the group consisting of NR<sup>20</sup>R<sup>21</sup>, Q<sup>be</sup> wherein Q<sup>be</sup> is
- 25 hydrido, C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup>, and N(R<sup>26</sup>)C(NR<sup>25</sup>)N(R<sup>23</sup>)(R<sup>24</sup>), with the

provisos that no more than one of R<sup>20</sup> and R<sup>21</sup> is hydroxy at the same time and that no more than one of R<sup>23</sup> and R<sup>24</sup> is hydroxy at the same time;

R<sup>20</sup>, R<sup>21</sup>, R<sup>23</sup>, R<sup>24</sup>, R<sup>25</sup>, and R<sup>26</sup> are independently selected from the group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, and hydroxy;

5 Q<sup>s</sup> is selected from the group consisting of a single covalent bond, CH<sub>2</sub>, and CH<sub>2</sub>CH<sub>2</sub>.

35. The compound as recited in Claim 34 or a pharmaceutically acceptable salt thereof, wherein;

10 B is selected from the group consisting of 2-aminophenyl, 3-aminophenyl, 3-amidinophenyl, 4-amidinophenyl, 3-carboxyphenyl, 3-carboxy-5-hydroxyphenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-dichlorophenyl, 2-fluorophenyl, 3-fluorophenyl, 3,4-difluorophenyl, 3-hydroxyphenyl, 4-hydroxyphenyl, 3-methoxyaminophenyl, 3-methoxyphenyl, 15 4-methoxyphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoromethylphenyl, 2-imidazolyl, 2-pyridyl, 3-pyridyl, 5-chloro-3-trifluoromethyl-2-pyridyl, 4-pyridyl, 2-thienyl, 3-thienyl, and 3-trifluoromethyl-2-pyridyl;

20 B is optionally selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 3-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2- 25 amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanoethyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

30 B is optionally selected from the group consisting of cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, oxalan-2-yl, 2-(2R)-bicyclo[2.2.1]-heptyl, 1-pyrrolidinyl, 1-piperidinyl, 1,1-dioxothiolan-3-yl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, 7-oxabicyclo[2.2.1]heptan-2-yl, bicyclo[3.1.0]hexan-6-yl, 2-morpholinyl, 3-

- morpholinyl, 4-morpholinyl, 1-piperazinyl, 2-piperazinyl, 1-piperidinyl, 2-piperidinyl, 3-piperidinyl, 4-piperidinyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 2-dioxanyl, 4H-2-pyranyl, 4H-3-pyranyl, 4H-4-pyranyl, 4H-pyran-4-one-2-yl, 4H-pyran-4-one-3-yl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-tetrahydropyranyl, 3-tetrahydropyranyl, 4-tetrahydropyranyl, 2-tetrahydrothienyl, and 3-tetrahydrothienyl;

A is selected from the group consisting of single covalent bond,  $\text{CH}_2$ ,

$\text{NHC(O)}$ ,  $\text{CH}_2\text{CH}_2$ , and  $\text{CH}_2\text{CH}_2\text{CH}_2$ ;

- $\text{X}^\text{O}$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

- W and Z are independently selected from the group consisting of CH, N, CF, CCl, C-CN, C-NH<sub>2</sub>, C-CH<sub>2</sub>NH<sub>2</sub>, C-NHCH<sub>3</sub>, C-OH, C-CH<sub>2</sub>OH, C-CO<sub>2</sub>H, and C-C(O)NH<sub>2</sub>;

- X and Y are independently selected from the group consisting of CH, N, CF, C-CN, C-CH<sub>3</sub>, C-NH<sub>2</sub>, C-CH<sub>2</sub>NH<sub>2</sub>, C-CH<sub>2</sub>NHCH<sub>3</sub>, C-NHCH<sub>3</sub>, C-CH(NH<sub>2</sub>)CH<sub>3</sub>, C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, C-NHOCH<sub>3</sub>, C-C(NH)NH<sub>2</sub>, C-C(NO<sub>2</sub>)NH<sub>2</sub>, C-OH, C-CH<sub>2</sub>OH, C-CH<sub>2</sub>CH<sub>2</sub>OH, C-CH(OH)CH<sub>3</sub>, C-OCH<sub>3</sub>, C-CO<sub>2</sub>H, C-C(O)NH<sub>2</sub>, C-C(O)NHCH<sub>3</sub>, C-CH<sub>2</sub>CO<sub>2</sub>H, and C-SO<sub>2</sub>NH<sub>2</sub>;

$\text{Y}^\text{O}$  is selected from the group consisting of:

- 1-Q<sup>b</sup>-4-Q<sup>s</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup> benzene,  
 2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-2-R<sup>19</sup> pyridine,  
 3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup> pyridine,  
 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> thiophene, and 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> thiophene;

$R^{16}$  and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

$R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

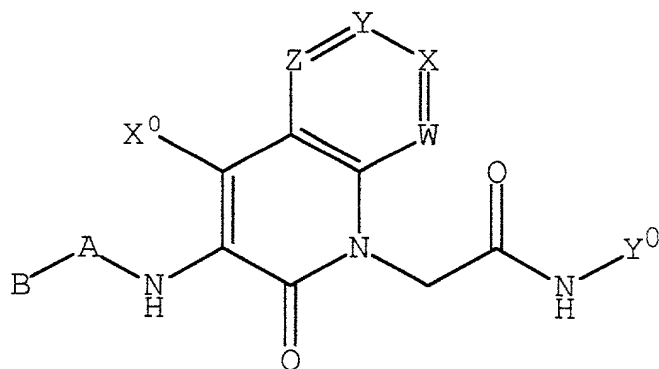
$R^{17}$  and  $R^{18}$  are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

$Q^b$  is selected from the group consisting of  $Q^{be}$  wherein  $Q^{be}$  is hydrido and  $C(NR^{25})NR^{23}R^{24}$ ;

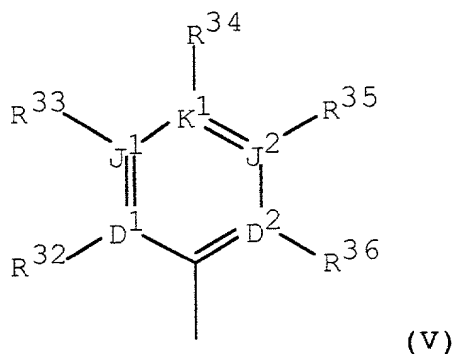
$R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido and methyl;

$Q^s$  is  $CH_2$ .

36. The compound as recited in Claim 33 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;  
B is the Formula (V):



wherein  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond, no more than one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  is O, no more than one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  is S, one of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  must be a covalent bond when two of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are O and S, and no more than four of  $D^1$ ,  $D^2$ ,  $J^1$ ,  $J^2$  and  $K^1$  are N;

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and  $Q^b$ ;

B is optionally selected from the group consisting of hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

B is optionally selected from the group consisting of C3-C7 cycloalkyl and C4-C6 saturated heterocyclyl, wherein each ring carbon is optionally substituted with  $R^{33}$ , a ring carbon other than the ring carbon at the point of attachment of B to A is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbons and

- nitrogen adjacent to the carbon atom at the point of attachment are optionally substituted with  $R^9$  or  $R^{13}$ , a ring carbon or nitrogen adjacent to the  $R^9$  position and two atoms from the point of attachment is optionally substituted with  $R^{10}$ , a ring carbon or nitrogen adjacent to the  $R^{13}$  position and two atoms
- 5 from the point of attachment is optionally substituted with  $R^{12}$ , a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the  $R^{10}$  position is optionally substituted with  $R^{11}$ , a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the  $R^{12}$  position is optionally substituted with  $R^{33}$ , and a ring carbon or nitrogen four atoms from
- 10 the point of attachment and adjacent to the  $R^{11}$  and  $R^{33}$  positions is optionally substituted with  $R^{34}$ ;

- $R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, lower alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl,
- 15 monoalkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

- $R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, aminoalkyl, hydroxy, amino, lower alkylamino,
- 20 alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxyamido, and cyano;

- A is selected from the group consisting of single covalent bond and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein  $rr$  is an integer selected from 0 through 1,  $pa$  is
- 25 an integer selected from 0 through 3, and  $W^7$  is  $N(R^7)$ ;

$R^7$  is selected from the group consisting of hydrido, hydroxy and alkyl;

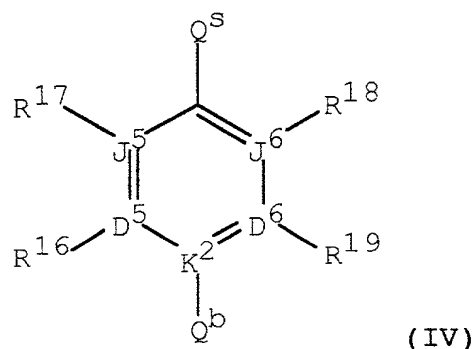
$R^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

$X^0$  is selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

$R^1$  and  $R^2$  are taken together to be  $-W=X-Y=Z-$  wherein  $-W=X-Y=Z-$  forms a ring selected from the group consisting of a heteroaryl ring having 6 contiguous members and an aryl;

W, X, Y, and Z are independently selected from the group consisting of  $C(R^9)$ ,  $C(R^{10})$ ,  $C(R^{11})$ ,  $C(R^{12})$ , and N;

$Y^0$  is formula (IV):



wherein  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond,  $K^2$  is C, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is O, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is S, one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  must be a covalent bond when two of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are O and S, and no more than four of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are N, with the provisos that  $R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are each independently selected to maintain the tetravalent nature of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;



$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

$R^{16}$  and  $R^{19}$  are optionally  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido,  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , and  $C(NR^{25})NR^{23}R^{24}$ ;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido and alkyl;

$Q^s$  is  $CH_2$ .

37. The compound as recited in Claim 36 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of phenyl, 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, and 5-isoxazolyl, wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{32}$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{36}$ , a carbon adjacent to  $R^{32}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{33}$ , a carbon adjacent to  $R^{36}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{35}$ , and any carbon adjacent to both  $R^{33}$  and  $R^{35}$  is optionally substituted by  $R^{34}$ ;

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, amidino, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, hydroxymethyl, amidocarbonyl, carboxy, cyano, and  $Q^b$ ;

B is optionally selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butenyl, 2-butyne, sec-butyl, *tert*-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 3-pentyl, 2-methylbutyl, 2-methyl-2-butenyl, 3-methylbutyl, 3-methyl-2-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 2-heptynyl, 3-heptynyl, 4-heptynyl, 5-heptynyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

B is optionally selected from the group consisting of cyclopropyl, cyclobutyl, oxetan-3-yl, azetidin-3-yl, thiaetan-3-yl, cyclopentyl, cyclohexyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-tetrahydrothienyl, and 3-tetrahydrothienyl, wherein each ring carbon is optionally substituted with  $R^{33}$ , a ring carbon and nitrogen atoms adjacent to the carbon atom at the point of attachment is optionally substituted with  $R^9$  or  $R^{13}$ , a ring carbon or nitrogen atom adjacent to the  $R^9$  position and two atoms from the point of attachment is optionally substituted

with  $R^{10}$ , and a ring carbon or nitrogen atom adjacent to the  $R^{13}$  position and two atoms from the point of attachment is optionally substituted with  $R^{12}$ ;

$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, methylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamid sulfonyl, N,N-dimethylamid sulfonyl, hydroxymethyl, 1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, carboxy, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, amidino, amidocarbonyl, N-methylamidocarbonyl, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, carboxy, carboxymethyl, amino, acetamido, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoroacetamido, aminomethyl, N-methylamino, dimethylamino, amidosulfonyl, N-methylamid sulfonyl, N,N-dimethylamid sulfonyl, methoxycarbonyl, fluoro, chloro, bromo, and cyano;

A is selected from the group consisting of single covalent bond, NH, N(CH<sub>3</sub>), CH<sub>2</sub>, CH<sub>3</sub>CH, and CH<sub>2</sub>CH<sub>2</sub>;

A is optionally selected from the group consisting of CH<sub>2</sub>N(CH<sub>3</sub>), CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>), CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>3</sub>), and CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>) with the proviso that B is hydrido;

$X^O$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

W and Z are independently selected from the group consisting of CH, N, CF, CCl, C-CN, C-NH<sub>2</sub>, C-CH<sub>2</sub>NH<sub>2</sub>, C-NHCH<sub>3</sub>, C-OH, C-CH<sub>2</sub>OH, C-CO<sub>2</sub>H, and C-C(O)NH<sub>2</sub>;

X and Y are independently selected from the group consisting of CH, N, CF, C-CN, C-CH<sub>3</sub>, C-NH<sub>2</sub>, C-CH<sub>2</sub>NH<sub>2</sub>, C-CH<sub>2</sub>NHCH<sub>3</sub>, C-NHCH<sub>3</sub>, C-CH(NH<sub>2</sub>)CH<sub>3</sub>, C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, C-NHOCH<sub>3</sub>, C-C(NH)NH<sub>2</sub>,

C-C(NOH)NH<sub>2</sub>, C-OH, C-CH<sub>2</sub>OH, C-CH<sub>2</sub>CH<sub>2</sub>OH, C-CH(OH)CH<sub>3</sub>,  
C-OCH<sub>3</sub>, C-CO<sub>2</sub>H, C-C(O)NH<sub>2</sub>, C-C(O)NHCH<sub>3</sub>, C-CH<sub>2</sub>CO<sub>2</sub>H, and  
C-SO<sub>2</sub>NH<sub>2</sub>;

Q<sup>b</sup> is selected from the group consisting of NR<sup>20</sup>R<sup>21</sup>,

- 5 C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup>, and N(R<sup>26</sup>)C(NR<sup>25</sup>)N(R<sup>23</sup>)(R<sup>24</sup>), with the proviso that  
said Q<sup>b</sup> group is bonded directly to a carbon atom;

R<sup>20</sup>, R<sup>21</sup>, R<sup>23</sup>, R<sup>24</sup>, R<sup>25</sup>, and R<sup>26</sup> are independently selected from the  
group consisting of hydrido, methyl, and ethyl;

Q<sup>s</sup> is CH<sub>2</sub>.

10

38. The compound as recited in Claim 37 or a pharmaceutically acceptable salt  
thereof, wherein;

- B is selected from the group consisting of 2-aminophenyl, 3-  
aminophenyl, 3-amidinophenyl, 4-amidinophenyl, 3-carboxyphenyl, 3-  
15 carboxy-5-hydroxyphenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-  
dichlorophenyl, 2-fluorophenyl, 3-fluorophenyl, 3,4-difluorophenyl, 3-  
hydroxyphenyl, 4-hydroxyphenyl, 3-methoxyaminophenyl, 3-methoxyphenyl,  
4-methoxyphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-  
trifluoromethylphenyl, 2-imidazolyl, 2-pyridyl, 3-pyridyl, 5-chloro-3-  
20 trifluoromethyl-2-pyridyl, 4-pyridyl, 2-thienyl, 3-thienyl, and 3-  
trifluoromethyl-2-pyridyl;

- B is optionally selected from the group consisting of hydrido, ethyl, 2-  
propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-  
butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-  
25 trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 3-  
methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-  
dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-  
amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-  
hydroxypropyl, 4-hydroxybutyl, 6-cyanoethyl, 2-dimethylaminoethyl, 3-  
30 methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and  
4-aminobutyl;

B is optionally selected from the group consisting of cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, oxalan-2-yl, 2-(2R)-bicyclo[2.2.1]-heptyl, 1,1-dioxothiolan-3-yl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, 1-pyrrolidinyl and 1-piperidinyl;

- 5           A is selected from the group consisting of single covalent bond,  $\text{CH}_2$ ,  $\text{CH}_3\text{CH}$ , and  $\text{CH}_2\text{CH}_2$ ;

$\text{X}^\circ$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

- 10           W and Z are independently selected from the group consisting of CH, N, CF, CCl, C-CN, C-NH<sub>2</sub>, C-CH<sub>2</sub>NH<sub>2</sub>, C-OH, C-CH<sub>2</sub>OH, C-CO<sub>2</sub>H, and C-C(O)NH<sub>2</sub>;

X and Y are independently selected from the group consisting of CH, N, CF, C-CN, C-NH<sub>2</sub>, C-CH<sub>2</sub>NH<sub>2</sub>, C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, C-C(NH)NH<sub>2</sub>,

- 15           C-C(NOH)NH<sub>2</sub>, C-OH, C-CH<sub>2</sub>OH, C-CH<sub>2</sub>CH<sub>2</sub>OH, C-CO<sub>2</sub>H, C-C(O)NH<sub>2</sub>, and C-CH<sub>2</sub>CO<sub>2</sub>H;

$\text{Q}^b$  is selected from the group consisting of  $\text{NR}^{20}\text{R}^{21}$ ,  $\text{C}(\text{NR}^{25})\text{NR}^{23}\text{R}^{24}$ , and  $\text{N}(\text{R}^{26})\text{C}(\text{NR}^{25})\text{N}(\text{R}^{23})(\text{R}^{24})$ , with the proviso that said  $\text{Q}^b$  group is bonded directly to a carbon atom;

- 20            $\text{R}^{20}$ ,  $\text{R}^{21}$ ,  $\text{R}^{23}$ ,  $\text{R}^{24}$ ,  $\text{R}^{25}$ , and  $\text{R}^{26}$  are independently selected from the group consisting of hydrido, methyl, and ethyl;

$\text{Q}^s$  is  $\text{CH}_2$ .

39. The compound as recited in Claim 38 or a pharmaceutically acceptable salt thereof, wherein;
- 25

B is selected from the group consisting of 3-aminophenyl, 3-amidinophenyl, 4-amidinophenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-dichlorophenyl, 2-fluorophenyl, 4-methylphenyl, phenyl, 2-imidazolyl, 3-pyridyl, 4-pyridyl, and 3-trifluoromethyl-2-pyridyl;

B is optionally selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 3-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanoethyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

B is optionally selected from the group consisting of cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, oxalan-2-yl, 2-(2R)-bicyclo[2.2.1]heptyl, 1,1-dioxathiolan-3-yl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, and 1-piperidinyl;

A is selected from the group consisting of single covalent bond, CH<sub>2</sub>, CH<sub>3</sub>CH, and CH<sub>2</sub>CH<sub>2</sub>;

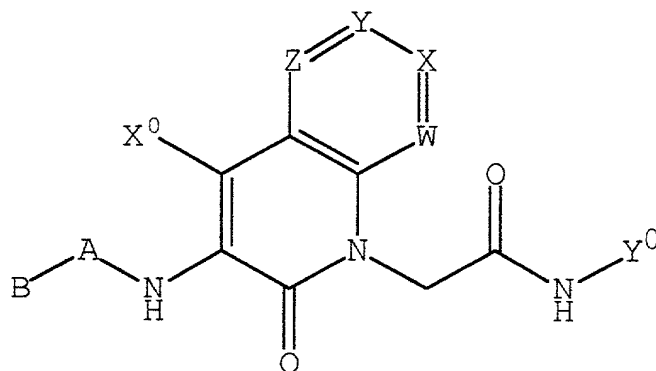
X<sup>0</sup> is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

W and Z are independently selected from the group consisting of CH, N, CF, CCl, C-CN, C-NH<sub>2</sub>, C-CH<sub>2</sub>NH<sub>2</sub>, C-OH, C-CH<sub>2</sub>OH, C-CO<sub>2</sub>H, and C-C(O)NH<sub>2</sub>;

X and Y are independently selected from the group consisting of CH, N, CF, C-CN, C-NH<sub>2</sub>, C-CH<sub>2</sub>NH<sub>2</sub>, C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, C-C(NH)NH<sub>2</sub>, C-C(NOH)NH<sub>2</sub>, C-OH, C-CH<sub>2</sub>OH, C-CH<sub>2</sub>CH<sub>2</sub>OH, C-CO<sub>2</sub>H, C-C(O)NH<sub>2</sub>, and C-CH<sub>2</sub>CO<sub>2</sub>H;

Y<sup>0</sup> is selected from the group consisting of 5-amidino-2-thienylmethyl, 4-amidinobenzyl, 2-fluoro-4-amidinobenzyl, and 3-fluoro-4-amidinobenzyl.

40. A compound as recited in Claim 33 where said compound is selected from the group having the Formula:



or a pharmaceutically acceptable salt thereof, wherein:

B is 3-chlorophenyl, A is  $\text{CH}_2\text{CH}_2$ ,  $\text{Y}^0$  is 4-amidinobenzyl, W is CH, X is C- $\text{NH}_2$ , Y is C- $\text{CH}_2\text{CO}_2\text{H}$ , Z is CH, and  $\text{X}^0$  is hydrido;

5 B is phenyl, A is  $\text{CH}_2$ ,  $\text{Y}^0$  is 4-amidinobenzyl, W is N, X is C- $\text{CH}_2\text{NH}_2$ , Y is C- $\text{CO}_2\text{H}$ , Z is CH, and  $\text{X}^0$  is hydrido;

B is 3-chlorophenyl, A is  $\text{CH}_2\text{CH}_2$ ,  $\text{Y}^0$  is 4-amidinobenzyl, W is C-OH, X is C- $\text{CH}_2\text{CH}_2\text{NH}_2$ , Y is C-OH, Z is CH, and  $\text{X}^0$  is hydrido;

B is 2-imidazolyl, A is  $\text{CH}_2\text{CH}_2\text{CH}_2$ ,  $\text{Y}^0$  is 4-amidinobenzyl, W is C-  
10  $\text{NH}_2$ , X is C- $\text{CH}_2\text{OH}$ , Y is C- $\text{NH}_2$ , Z is CH, and  $\text{X}^0$  is hydrido;

B is 2,2,2-trifluoroethyl, A is single bond,  $\text{Y}^0$  is 4-amidinobenzyl, W is CH, X is C- $\text{NH}_2$ , Y is C- $\text{CH}_2\text{CO}_2\text{H}$ , Z is CH, and  $\text{X}^0$  is hydrido;

B is (S)-2-butyl, A is single bond,  $\text{Y}^0$  is 4-amidinobenzyl, W is N, X is C- $\text{CH}_2\text{NH}_2$ , Y is C- $\text{CO}_2\text{H}$ , Z is CH, and  $\text{X}^0$  is hydrido;

15 B is isopropyl, A is single bond,  $\text{Y}^0$  is 4-amidinobenzyl, W is C-OH, X is C- $\text{CH}_2\text{CH}_2\text{NH}_2$ , Y is C-OH, Z is CH, and  $\text{X}^0$  is hydrido;

B is isopropyl, A is single bond,  $\text{Y}^0$  is 4-amidinobenzyl, W is C- $\text{NH}_2$ , X is C- $\text{CH}_2\text{OH}$ , Y is C- $\text{NH}_2$ , Z is CH, and  $\text{X}^0$  is hydrido;

B is hydrido, A is  $\text{CH}_2(\text{CH}_3)\text{N}$ ,  $\text{Y}^0$  is 4-amidinobenzyl, W is CH, X is C- $\text{NH}_2$ , Y is C- $\text{CH}_2\text{CO}_2\text{H}$ , Z is CH, and  $\text{X}^0$  is hydrido;

B is ethyl, A is single bond,  $\text{Y}^0$  is 4-amidinobenzyl, W is N, X is C- $\text{CH}_2\text{NH}_2$ , Y is C- $\text{CO}_2\text{H}$ , Z is CH, and  $\text{X}^0$  is hydrido;

5 B is ethyl, A is single bond,  $\text{Y}^0$  is 4-amidino-2-fluorobenzyl, W is C-OH, X is C- $\text{CH}_2\text{CH}_2\text{NH}_2$ , Y is C-OH, Z is CH, and  $\text{X}^0$  is hydrido;

B is 2-propenyl, A is single bond,  $\text{Y}^0$  is 4-amidinobenzyl, W is C- $\text{NH}_2$ , X is C- $\text{CH}_2\text{OH}$ , Y is C- $\text{NH}_2$ , Z is CH, and  $\text{X}^0$  is hydrido;

B is isopropyl, A is single bond,  $\text{Y}^0$  is 4-amidino-2-fluorobenzyl, W is CH, X is C- $\text{NH}_2$ , Y is C- $\text{CH}_2\text{CO}_2\text{H}$ , Z is CH, and  $\text{X}^0$  is hydrido;

B is isopropyl, A is single bond,  $\text{Y}^0$  is 4-amidinobenzyl, W is N, X is C- $\text{CH}_2\text{NH}_2$ , Y is C- $\text{CO}_2\text{H}$ , Z is CH, and  $\text{X}^0$  is hydrido;

B is 2-butyl, A is single bond,  $\text{Y}^0$  is 4-amidinobenzyl, W is C-OH, X is C- $\text{CH}_2\text{CH}_2\text{NH}_2$ , Y is C-OH, Z is CH, and  $\text{X}^0$  is hydrido;

15 B is (R)-2-butyl, A is single bond,  $\text{Y}^0$  is 4-amidinobenzyl, W is C- $\text{NH}_2$ , X is C- $\text{CH}_2\text{OH}$ , Y is C- $\text{NH}_2$ , Z is CH, and  $\text{X}^0$  is hydrido;

B is 2-propynyl, A is single bond,  $\text{Y}^0$  is 4-amidinobenzyl, W is CH, X is C- $\text{NH}_2$ , Y is C- $\text{CH}_2\text{CO}_2\text{H}$ , Z is CH, and  $\text{X}^0$  is hydrido;

B is hydrido, A is  $\text{CH}_2$ ,  $\text{Y}^0$  is 4-amidinobenzyl, W is N, X is C- $\text{CH}_2\text{NH}_2$ , Y is C- $\text{CO}_2\text{H}$ , Z is CH, and  $\text{X}^0$  is hydrido;

20 B is cyclopropyl, A is single bond,  $\text{Y}^0$  is 4-amidinobenzyl, W is C-OH, X is C- $\text{CH}_2\text{CH}_2\text{NH}_2$ , Y is C-OH, Z is CH, and  $\text{X}^0$  is hydrido;



B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl, W is C-NH<sub>2</sub>, X is C-CH<sub>2</sub>OH, Y is C-NH<sub>2</sub>, Z is CH, and  $X^0$  is hydrido;

B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is CH, X is C-NH<sub>2</sub>, Y is C-CH<sub>2</sub>CO<sub>2</sub>H, Z is CH, and  $X^0$  is hydrido;

5 B is cyclopropyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl, W is N, X is C-CH<sub>2</sub>NH<sub>2</sub>, Y is C-CO<sub>2</sub>H, Z is CH, and  $X^0$  is hydrido;

B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is C-OH, X is C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, Y is C-OH, Z is CH, and  $X^0$  is hydrido;

10 B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidino-3-fluorobenzyl, W is C-NH<sub>2</sub>, X is C-CH<sub>2</sub>OH, Y is C-NH<sub>2</sub>, Z is CH, and  $X^0$  is hydrido;

B is cyclopentyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is CH, X is C-NH<sub>2</sub>, Y is C-CH<sub>2</sub>CO<sub>2</sub>H, Z is CH, and  $X^0$  is hydrido;

B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is N, X is C-CH<sub>2</sub>NH<sub>2</sub>, Y is C-CO<sub>2</sub>H, Z is CH, and  $X^0$  is hydrido;

15 B is cyclopropyl, A is CH<sub>2</sub>,  $Y^0$  is 4-amidinobenzyl, W is C-OH, X is C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, Y is C-OH, Z is CH, and  $X^0$  is hydrido;

B is 2-(2R)-bicyclo[2.2.1]-heptyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is C-NH<sub>2</sub>, X is C-CH<sub>2</sub>OH, Y is C-NH<sub>2</sub>, Z is CH, and  $X^0$  is hydrido;

20 B is cyclopentyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl, W is CH, X is C-NH<sub>2</sub>, Y is C-CH<sub>2</sub>CO<sub>2</sub>H, Z is CH, and  $X^0$  is hydrido;

B is cyclohexyl, A is CH<sub>2</sub>CH<sub>2</sub>,  $Y^0$  is 4-amidinobenzyl, W is N, X is C-CH<sub>2</sub>NH<sub>2</sub>, Y is C-CO<sub>2</sub>H, Z is CH, and  $X^0$  is hydrido;

B is 3-chlorophenyl, A is  $\text{CH}_2\text{CH}_2$ ,  $\text{Y}^0$  is 4-amidinobenzyl, W is C-OH, X is C- $\text{CH}_2\text{CH}_2\text{NH}_2$ , Y is C-OH, Z is CH, and  $\text{X}^0$  is hydrido;

B is phenyl, A is  $\text{CH}_2$ ,  $\text{Y}^0$  is 4-amidinobenzyl, W is C- $\text{NH}_2$ , X is C- $\text{CH}_2\text{OH}$ , Y is C- $\text{NH}_2$ , Z is CH, and  $\text{X}^0$  is hydrido;

- 5 B is 3-chlorophenyl, A is  $\text{CH}_2\text{CH}_2$ ,  $\text{Y}^0$  is 4-amidinobenzyl, W is CH, X is C- $\text{NH}_2$ , Y is C- $\text{CH}_2\text{CO}_2\text{H}$ , Z is CH, and  $\text{X}^0$  is hydrido;

B is 2-imidazolyl, A is  $\text{CH}_2\text{CH}_2\text{CH}_2$ ,  $\text{Y}^0$  is 4-amidinobenzyl, W is N, X is C- $\text{CH}_2\text{NH}_2$ , Y is C- $\text{CO}_2\text{H}$ , Z is CH, and  $\text{X}^0$  is hydrido;

- 10 B is 2,2,2-trifluoroethyl, A is single bond,  $\text{Y}^0$  is 4-amidinobenzyl, W is C-OH, X is C- $\text{CH}_2\text{CH}_2\text{NH}_2$ , Y is C-OH, Z is CH, and  $\text{X}^0$  is hydrido;

B is (S)-2-butyl, A is single bond,  $\text{Y}^0$  is 4-amidinobenzyl, W is C- $\text{NH}_2$ , X is C- $\text{CH}_2\text{OH}$ , Y is C- $\text{NH}_2$ , Z is CH, and  $\text{X}^0$  is hydrido;

B is isopropyl, A is single bond,  $\text{Y}^0$  is 4-amidinobenzyl, W is CH, X is C- $\text{NH}_2$ , Y is C- $\text{CH}_2\text{CO}_2\text{H}$ , Z is CH, and  $\text{X}^0$  is hydrido;

- 15 B is isopropyl, A is single bond,  $\text{Y}^0$  is 4-amidinobenzyl, W is N, X is C- $\text{CH}_2\text{NH}_2$ , Y is C- $\text{CO}_2\text{H}$ , Z is CH, and  $\text{X}^0$  is hydrido;

B is hydrido, A is  $\text{CH}_2(\text{CH}_3)\text{N}$ ,  $\text{Y}^0$  is 4-amidinobenzyl, W is C-OH, X is C- $\text{CH}_2\text{CH}_2\text{NH}_2$ , Y is C-OH, Z is CH, and  $\text{X}^0$  is hydrido;

- 20 B is ethyl, A is single bond,  $\text{Y}^0$  is 4-amidinobenzyl, W is C- $\text{NH}_2$ , X is C- $\text{CH}_2\text{OH}$ , Y is C- $\text{NH}_2$ , Z is CH, and  $\text{X}^0$  is hydrido;

B is ethyl, A is single bond,  $\text{Y}^0$  is 4-amidino-2-fluorobenzyl, W is CH, X is C- $\text{NH}_2$ , Y is C- $\text{CH}_2\text{CO}_2\text{H}$ , Z is CH, and  $\text{X}^0$  is hydrido;

B is 2-propenyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is N, X is C-CH<sub>2</sub>NH<sub>2</sub>, Y is C-CO<sub>2</sub>H, Z is CH, and  $X^O$  is hydrido;

B is isopropyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl, W is C-OH, X is C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, Y is C-OH, Z is CH, and  $X^O$  is hydrido;

5 B is isopropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is C-NH<sub>2</sub>, X is C-CH<sub>2</sub>OH, Y is C-NH<sub>2</sub>, Z is CH, and  $X^O$  is hydrido;

B is 2-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is CH, X is C-NH<sub>2</sub>, Y is C-CH<sub>2</sub>CO<sub>2</sub>H, Z is CH, and  $X^O$  is hydrido;

10 B is (R)-2-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is N, X is C-CH<sub>2</sub>NH<sub>2</sub>, Y is C-CO<sub>2</sub>H, Z is CH, and  $X^O$  is hydrido;

B is 2-propynyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is C-OH, X is C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, Y is C-OH, Z is CH, and  $X^O$  is hydrido;

B is hydrido, A is CH<sub>2</sub>,  $Y^0$  is 4-amidinobenzyl, W is C-NH<sub>2</sub>, X is C-CH<sub>2</sub>OH, Y is C-NH<sub>2</sub>, Z is CH, and  $X^O$  is hydrido;

15 B is cyclopropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is CH, X is C-NH<sub>2</sub>, Y is C-CH<sub>2</sub>CO<sub>2</sub>H, Z is CH, and  $X^O$  is hydrido;

B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl, W is N, X is C-CH<sub>2</sub>NH<sub>2</sub>, Y is C-CO<sub>2</sub>H, Z is CH, and  $X^O$  is hydrido;

20 B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is C-OH, X is C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, Y is C-OH, Z is CH, and  $X^O$  is hydrido;

B is cyclopropyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl, W is C-NH<sub>2</sub>, X is C-CH<sub>2</sub>OH, Y is C-NH<sub>2</sub>, Z is CH, and  $X^O$  is hydrido;

B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is CH, X is C-NH<sub>2</sub>, Y is C-CH<sub>2</sub>CO<sub>2</sub>H, Z is CH, and  $X^O$  is hydrido;

B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidino-3-fluorobenzyl, W is N, X is  $C-CH_2NH_2$ , Y is  $C-CO_2H$ , Z is CH, and  $X^0$  is hydrido;

B is cyclopentyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is C-OH, X is  $C-CH_2CH_2NH_2$ , Y is C-OH, Z is CH, and  $X^0$  is hydrido;

5 B is cyclobutyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is  $C-NH_2$ , X is  $C-CH_2OH$ , Y is C-  $NH_2$ , Z is CH, and  $X^0$  is hydrido;

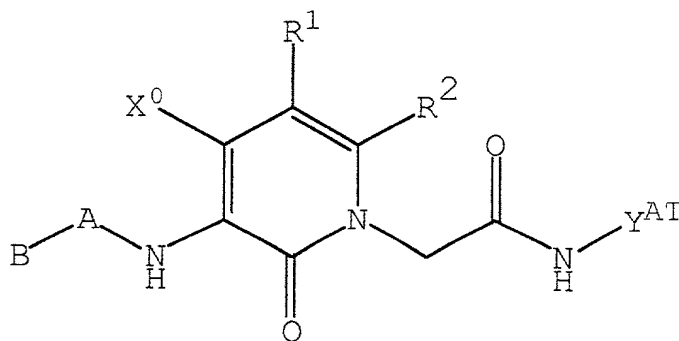
B is cyclopropyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl, W is CH, X is C-  $NH_2$ , Y is  $C-CH_2CO_2H$ , Z is CH, and  $X^0$  is hydrido;

10 B is 2-(2R)-bicyclo[2.2.1]-heptyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is N, X is  $C-CH_2NH_2$ , Y is  $C-CO_2H$ , Z is CH, and  $X^0$  is hydrido;

B is cyclopentyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl, W is C-OH, X is  $C-CH_2CH_2NH_2$ , Y is C-OH, Z is CH, and  $X^0$  is hydrido;

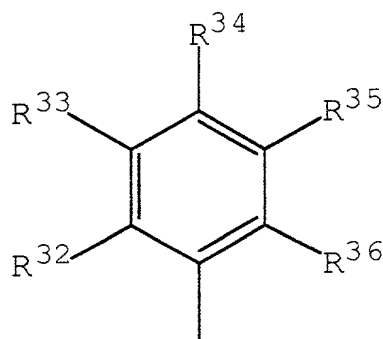
15 B is cyclohexyl, A is  $CH_2CH_2$ ,  $Y^0$  is 4-amidinobenzyl, W is  $C-NH_2$ , X is  $C-CH_2OH$ , Y is C-  $NH_2$ , Z is CH, and  $X^0$  is hydrido.

41. The compound having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

20 B is the Formula:



$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the

group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkylenedioxy, haloalkylthio, alkanoyloxy, alkoxy, hydroxy, amino, alkoxyamino, haloalkanoyl, nitro, lower alkylamino, alkylthio, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyalkyl, alkylamino, carboalkoxy, carboxy, carboxamido, cyano, and  $Q^b$ ;

B is optionally selected from the group consisting of hydrido, trialkylsilyl, C2-C8 alkyl, C3-C8 alkylenyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,

$R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

B is optionally selected from the group consisting of C3-C12 cycloalkyl and C4-C saturated heterocyclyl, wherein each ring carbon is optionally substituted with  $R^{33}$ , a ring carbon other than the ring carbon at the point of attachment of B to A is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbons and a nitrogen adjacent to the carbon atom at the point of attachment are optionally substituted with  $R^9$  or  $R^{13}$ , a ring carbon or nitrogen adjacent to the  $R^9$  position and two atoms from the point of attachment is optionally

substituted with  $R^{10}$ , a ring carbon or nitrogen adjacent to the  $R^{13}$  position and two atoms from the point of attachment is optionally substituted with  $R^{12}$ , a ring carbon three atoms from the point of attachment and adjacent to the  $R^{10}$  position is optionally substituted with  $R^{11}$ , a ring carbon three atoms from the point of attachment and adjacent to the  $R^{12}$  position is optionally substituted with  $R^{33}$ , and a ring carbon four atoms from the point of attachment and adjacent to the  $R^{11}$  and  $R^{33}$  positions is optionally substituted with  $R^{34}$ ;

$R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, alkoxyamino, alkanoyl, haloalkanoyl, amidino, guanidino, alkylenedioxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfamido, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, and cyano;

A is selected from the group consisting of single covalent bond and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein  $rr$  is an integer selected from 0 through 1,  $pa$  is an integer selected from 0 through 3, and  $W^7$  is selected from the group consisting of O, S, C(O),  $(R^7)NC(O)$ ,  $(R^7)NC(S)$ , and  $N(R^7)$ ;

$R^7$  is selected from the group consisting of hydrido, hydroxy and alkyl;

$R^{15}$  is selected from the group consisting of hydrido, hydroxy, halo, alkyl, and haloalkyl;

$R^1$  and  $X^O$  are independently selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

$R^2$  is  $Z^0-Q$ ;

$Z^0$  is selected from the group consisting of covalent single bond and  $(CR^{41}R^{42})_q$  wherein  $q$  is an integer selected from 1 through 2,  $(CH(R^{41}))_g$ ,  $W^0-(CH(R^{42}))_p$  wherein  $g$  and  $p$  are integers independently selected from 0 through 3 and  $W^0$  is selected from the group consisting of O, S, and  $N(R^{41})$ ,  
 5 and  $(CH(R^{41}))_e-W^{22}-(CH(R^{42}))_h$  wherein  $e$  and  $h$  are integers independently selected from 0 through 1 and  $W^{22}$  is selected from the group consisting of  $CR^{41}=CR^{42}$ , 1,2-cyclopropyl, 1,2-cyclobutyl, 1,2-cyclohexyl, 1,3-cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-morpholinyl, 2,4-morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl, 3,5-morpholinyl, 1,2-piperazinyl, 1,3-piperazinyl, 2,3-piperazinyl, 2,6-piperazinyl, 1,2-piperidinyl, 1,3-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,6-piperidinyl, 3,4-piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl, 2,3-pyrrolidinyl, 2,4-pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl, 2,3-tetrahydrofuranyl, 2,4-tetrahydrofuranyl, 2,5-tetrahydrofuranyl, and 3,4-tetrahydrofuranyl, with the  
 10 proviso that  $Z^0$  is directly bonded to the pyrazinone ring;

$R^{41}$  and  $R^{42}$  are independently selected from the group consisting of hydrido, hydroxy, and amino;

$Q$  is selected from the group consisting of hydrido with the proviso that  $Z^0$  is other than a covalent single bond, aryl and heteroaryl, wherein a carbon  
 20 adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally  
 25 substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

K is  $\text{CHR}^{4a}$  wherein  $\text{R}^{4a}$  is selected from the group consisting of hydrido, hydroxyalkyl, alkyl, alkoxyalkyl, alkylthioalkyl, and haloalkyl;

$\text{E}^0$  is selected from the group consisting of a covalent single bond,  $\text{C(O)N(H)}$ ,  $(\text{H})\text{NC(O)}$ ,  $(\text{R}^7)\text{NS(O)}_2$ , and  $\text{S(O)}_2\text{N(R}^7)$ ;

5  $\text{Y}^{\text{AT}}$  is  $\text{Q}^b\text{-Q}^s$ ;

$\text{Q}^s$  is  $(\text{CR}^{37}\text{R}^{38})_b$  wherein b is an integer selected from 1 through 4,

$\text{R}^{37}$  is selected from the group consisting of hydrido, alkyl, and haloalkyl, and

10  $\text{R}^{38}$  is selected from the group consisting of hydrido, alkyl, haloalkyl, aroyl, and heteroaroyl with the provisos that there is at least one aroyl or heteroaroyl substituent, that no more than one aroyl or heteroaroyl is bonded to  $(\text{CR}^{37}\text{R}^{38})_b$  at the same time, that said aroyl and said heteroaroyl are

optionally substituted at from one through three of the ring carbons with a substituent selected from the group consisting of  $\text{R}^{16}$ ,  $\text{R}^{17}$ ,  $\text{R}^{18}$ , and  $\text{R}^{19}$ ,

15 that said aroyl and said heteroaroyl are bonded to the  $\text{CR}^{37}\text{R}^{38}$  that is directly bonded to  $\text{E}^0$ , that is no more than one alkyl or one haloalkyl is bonded to a  $\text{CR}^{37}\text{R}^{38}$  at the same time, and that said alkyl and haloalkyl are bonded to a carbon other than the one bonding the aroyl or heteroaroyl;

20  $\text{R}^{16}$ ,  $\text{R}^{17}$ ,  $\text{R}^{18}$ , and  $\text{R}^{19}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

$\text{R}^{16}$  and  $\text{R}^{19}$  are optionally  $\text{Q}^b$  with the proviso that no more than one of  $\text{R}^{16}$  and  $\text{R}^{19}$  is  $\text{Q}^b$  at the same time and that  $\text{Q}^b$  is  $\text{Q}^{\text{be}}$ ;

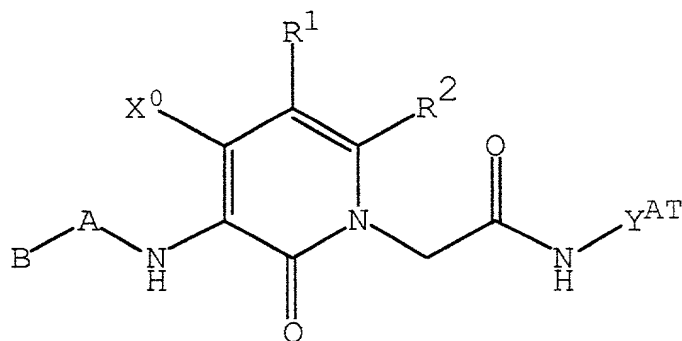


$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido,  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , and  $C(NR^{25})NR^{23}R^{24}$ , with the provisos that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy, amino, alkylamino, or dialkylamino at the same time and that no more than one of  $R^{23}$  and  $R^{24}$  is

5 hydroxy, amino, alkylamino, or dialkylamino at the same time;

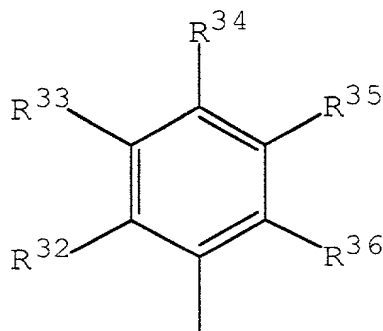
$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, alkyl, hydroxy, amino, alkylamino and dialkylamino.

10 42. The compound as recited in Claim 41 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is the Formula:



15  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, amidino, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, dimethylamino, methylthio,

ethylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, hydroxymethyl, amidocarbonyl, carboxy, cyano, and  $Q^b$ ;

B is optionally selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butenyl, 2-butylnyl, sec-butyl, *tert*-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 2-pentylnyl, 3-pentylnyl, 2-pentyl, 3-pentyl, 2-methylbutyl, 2-methyl-2-butenyl, 3-methylbutyl, 3-methyl-2-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-2-pentylnyl, 1-methyl-3-pentylnyl, 3-hexyl, 1-ethyl-2-butenyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 2-heptylnyl, 3-heptylnyl, 4-heptylnyl, 5-heptylnyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-2-pentylnyl, 1-ethyl-3-pentylnyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

B is optionally selected from the group consisting of cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, 2-(2R)-bicyclo[2.2.1]heptyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, and bicyclo[3.1.0]hexan-6-yl, wherein each ring carbon is optionally substituted with  $R^{33}$ , ring carbons and a nitrogen adjacent to the carbon atom at the point of attachment is optionally substituted with  $R^9$  or  $R^{13}$ , a ring carbon or nitrogen adjacent to the  $R^9$  position and two atoms from the point of attachment is optionally substituted with  $R^{10}$ , and a ring carbon or nitrogen adjacent to the  $R^{13}$  position and two atoms from the point of attachment is optionally substituted with  $R^{12}$ ;

$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, methylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidodisulfonyl, N,N-dimethylamidodisulfonyl, hydroxymethyl, 1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, carboxy, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, amidino, amidocarbonyl, N-methylamidocarbonyl, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, carboxy, carboxymethyl, amino, acetamido, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoroacetamido, aminomethyl, N-methylamino, dimethylamino, amidosulfonyl, N-methylamidodisulfonyl, N,N-dimethylamidodisulfonyl, methoxycarbonyl, fluoro, chloro, bromo, and cyano;

A is selected from the group consisting of single covalent bond, NH, N(CH<sub>3</sub>), CH<sub>2</sub>, CH<sub>3</sub>CH, CH<sub>2</sub>CH<sub>2</sub>, and CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>;

$R^1$  and  $X^O$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

$R^2$  is selected from the group consisting of phenyl, 2-thienyl, 2-furyl, 2-pyrrolyl, 2-imidazolyl, 2-thiazolyl, 3-isoxazolyl, 2-pyridyl, and 3-pyridyl, wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of

attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

$Y^{AT}$  is  $Q^b-Q^s$ ;

$Q^s$  is selected from the group consisting of:

- 5  $C[R^{37}(\text{benzoyl})](CR^{37}R^{38})_b]$ ,  
 $C[R^{37}(2\text{-pyridylcarbonyl})](CR^{37}R^{38})_b]$ ,  
 $C[R^{37}(3\text{-pyridylcarbonyl})](CR^{37}R^{38})_b]$ ,  
 $C[R^{37}(4\text{-pyridylcarbonyl})](CR^{37}R^{38})_b]$ ,  
 $C[R^{37}(2\text{-thienylcarbonyl})](CR^{37}R^{38})_b]$ ,  
10  $C[R^{37}(3\text{-thienylcarbonyl})](CR^{37}R^{38})_b]$ ,  
 $C[R^{37}(2\text{-thiazolylcarbonyl})](CR^{37}R^{38})_b]$ ,  
 $C[R^{37}(4\text{-thiazolylcarbonyl})](CR^{37}R^{38})_b]$ , and  
 $C[R^{37}(5\text{-thiazolylcarbonyl})](CR^{37}R^{38})_b]$ , wherein b is an integer selected  
from 1 through 3,  $R^{37}$  and  $R^{38}$  are independently selected from the group  
15 consisting of hydrido, alkyl, and haloalkyl, with the provisos that said aroyl  
and said heteroaroyl are optionally substituted at from one through three of the  
ring carbons with a substituent selected from the group consisting of  $R^{16}$ ,  
 $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  with the proviso that  $R^{17}$  and  $R^{18}$  are optionally  
substituted at a carbon selected from other than the meta and para carbons  
20 relative to the carbonyl of the benzoyl substituent and the heteroaroyl  
substituent, that said benzoyl and said heteroaroyl are bonded to the carbon  
directly bonded to amide nitrogen of the 1-(amidocarbonylmethylene) group,  
and that is no more than one alkyl or one haloalkyl is bonded to a  $CR^{37}R^{38}$  at  
the same time;

$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, methyl, ethyl, amidino, guanidino, methoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethylthio, methylsulfinyl, methylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoromethoxy, fluoro, chloro, amidosulfonyl, N-methylamidosulfonyl, hydroxymethyl, carboxy, and cyano;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$  and  $C(NR^{25})NR^{23}R^{24}$ , with the proviso that said  $Q^b$  group is bonded directly to a carbon atom;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido, methyl, and ethyl.

43. The compound as recited in Claim 42 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of 2-aminophenyl, 3-aminophenyl, 3-amidinophenyl, 4-amidinophenyl, 3-carboxyphenyl, 3-carboxy-5-hydroxyphenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-dichlorophenyl, 2-fluorophenyl, 3-fluorophenyl, 3,4-difluorophenyl, 3-hydroxyphenyl, 4-hydroxyphenyl, 3-methoxyaminophenyl, 3-methoxyphenyl, 4-methoxyphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, and 3-trifluoromethylphenyl;

B is optionally selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 3-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanoethyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

B is optionally selected from the group consisting of cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, 2-(2R)-bicyclo[2.2.1]-heptyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, and azetidin-3-yl;

A is selected from the group consisting of single covalent bond, CH<sub>2</sub>,

5 CH<sub>3</sub>CH, CH<sub>2</sub>CH<sub>2</sub>, and CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>;

R<sup>1</sup> and X<sup>O</sup> are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

10 R<sup>2</sup> is selected from the group consisting of 5-amino-3-amidocarbonylphenyl, 5-amino-2-fluorophenyl, 3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl, 3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl, 3-aminophenyl, benzyl, 3-carboxyphenyl, 3-carboxy-5-aminophenyl, 3-carboxy-5-  
15 hydroxyphenyl, 3-carboxymethyl-5-aminophenyl, 3-carboxymethyl-5-hydroxyphenyl, 3-carboxymethylphenyl, 3-chlorophenyl, 2-chlorophenyl, 2,6-dichlorophenyl, 3-cyanophenyl, 3-dimethylaminophenyl, 2-fluorophenyl, 3-fluorophenyl, 2,5-difluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 3-  
20 methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, 2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl, 3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl;

25 Y<sup>AT</sup> is Q<sup>b</sup>-Q<sup>s</sup>;

Q<sup>s</sup> is selected from the group consisting of:

[CH(benzoyl)](CH<sub>2</sub>)<sub>b</sub>, [CH(2-pyridylcarbonyl)](CH<sub>2</sub>)<sub>b</sub>,

[CH(3-pyridylcarbonyl)](CH<sub>2</sub>)<sub>b</sub>, [CH(4-pyridylcarbonyl)](CH<sub>2</sub>)<sub>b</sub>,

[CH(2-thienylcarbonyl)](CH<sub>2</sub>)<sub>b</sub>, [CH(3-thienylcarbonyl)](CH<sub>2</sub>)<sub>b</sub>,

30 [CH(2-thiazolylcarbonyl)](CH<sub>2</sub>)<sub>b</sub>, [CH(4-thiazolylcarbonyl)](CH<sub>2</sub>)<sub>b</sub>,

and  $[\text{CH}(5\text{-thiazolylcarbonyl})](\text{CH}_2)_b$ , wherein  $b$  is an integer selected from 1 through 3, with the provisos that said aroyl and said heteroaroyl are optionally substituted at from one through three of the ring carbons with a substituent selected from the group consisting of  $\text{R}^{16}$ ,  $\text{R}^{17}$ ,  $\text{R}^{18}$ , and  $\text{R}^{19}$  with the

5 proviso that  $\text{R}^{17}$  and  $\text{R}^{18}$  are optionally substituted at a carbon selected from other than the meta and para carbons relative to the carbonyl of the benzoyl substituent and the heteroaroyl substituent, and that said benzoyl and said heteroaroyl substituent are bonded to the carbon directly bonded to amide nitrogen of the 1-(amidocarbonylmethylene) group;

10  $\text{R}^{16}$  and  $\text{R}^{19}$  are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

$\text{R}^{17}$  and  $\text{R}^{18}$  are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

15  $\text{Q}^b$  is  $\text{C}(\text{NR}^{25})\text{NR}^{23}\text{R}^{24}$ ;

$\text{R}^{23}$ ,  $\text{R}^{24}$ , and  $\text{R}^{25}$  are independently selected from the group consisting of hydrido and methyl.

20 44. The compound as recited in Claim 43 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of 3-aminophenyl, 3-amidinophenyl, 4-amidinophenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-dichlorophenyl, 2-fluorophenyl, 4-methylphenyl, and phenyl;

25 B is optionally selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 3-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanoethyl, 2-dimethylaminoethyl, 3-

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methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

B is optionally selected from the group consisting of cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, 2-(2R)-bicyclo[2.2.1]-heptyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, and azetidin-3-yl;

A is selected from the group consisting of a single covalent bond,  $\text{CH}_2$ ,  $\text{CH}_2\text{CH}_2$  and  $\text{CH}_2\text{CH}_2\text{CH}_2$ ;

$\text{X}^\text{O}$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

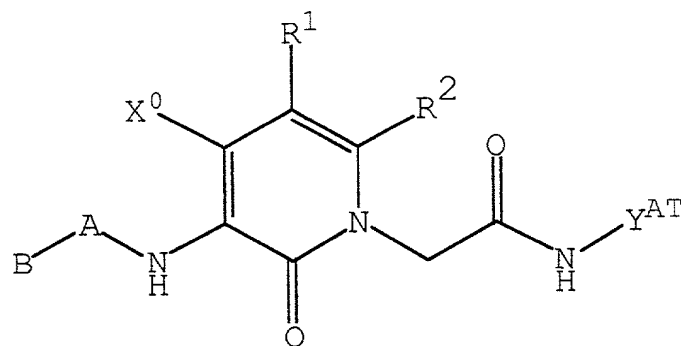
$\text{R}^1$  is selected from the group consisting of hydrido, hydroxy, amino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, methylthio, trifluoromethoxy, fluoro, and chloro;

$\text{R}^2$  is selected from the group consisting of 3-aminophenyl, benzyl, 2,6-dichlorophenyl, 5-amino-2-thienyl, 5-amino-2-fluorophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl, 3-carboxyphenyl, 3-cyanophenyl, 3-chlorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 3-methoxycarbonylphenyl, 3-dimethylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, phenyl, 3-pyridyl, 3-trifluoroacetamidophenyl, 3-bromo-2-thienyl, 2-thienyl, and 3-thienyl;

$\text{Y}^\text{AT}$  is selected from the group consisting of 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, 5-guanidino-1-oxo-1-(4-thiazolyl)-2-pentyl, 5-guanidino-1-oxo-1-(5-thiazolyl)-2-pentyl, 5-guanidino-1-oxo-1-(4-amino-2-thiazolyl)-2-pentyl, and 5-guanidino-1-oxo-1-phenyl-2-pentyl.

45. A compound as recited in Claim 41 where said compound is selected from the group having the Formula:





or a pharmaceutically acceptable salt thereof, wherein:

$R^2$  is 3-aminophenyl, B is phenyl, A is  $CH_2$ ,  $Y^{AT}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is hydroxymethyl, and  $X^O$  is hydrido;

5  $R^2$  is phenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^{AT}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is hydroxymethyl, and  $X^O$  is hydrido;

$R^2$  is benzyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^{AT}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is hydroxymethyl, and  $X^O$  is hydrido;

$R^2$  is phenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^{AT}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is hydroxymethyl, and  $X^O$  is hydrido;

$R^2$  is benzyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^{AT}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is hydroxymethyl, and  $X^O$  is hydrido;

$R^2$  is phenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^{AT}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is hydroxymethyl, and  $X^O$  is hydrido;

15  $R^2$  is 3-aminophenyl, B is phenyl, A is  $CH_2$ ,  $Y^{AT}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is aminomethyl, and  $X^O$  is fluoro;

$R^2$  is phenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^{AT}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is aminomethyl, and  $X^O$  is fluoro;

$R^2$  is benzyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^{AT}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is aminomethyl, and  $X^O$  is fluoro;

$R^2$  is phenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^{AT}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is aminomethyl, and  $X^O$  is fluoro;

$R^2$  is benzyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^{AT}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is aminomethyl, and  $X^O$  is fluoro;

5  $R^2$  is phenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^{AT}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is aminomethyl, and  $X^O$  is fluoro;

$R^2$  is 3-aminophenyl, B is phenyl, A is  $CH_2$ ,  $Y^{AT}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is fluoro, and  $X^O$  is hydroxymethyl;

$R^2$  is phenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^{AT}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is fluoro, and  $X^O$  is hydroxymethyl;

$R^2$  is benzyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^{AT}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is fluoro, and  $X^O$  is hydroxymethyl;

$R^2$  is phenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^{AT}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is fluoro, and  $X^O$  is hydroxymethyl;

15  $R^2$  is benzyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^{AT}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is fluoro, and  $X^O$  is hydroxymethyl;

$R^2$  is phenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^{AT}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is fluoro, and  $X^O$  is hydroxymethyl;

$R^2$  is 3-aminophenyl, B is phenyl, A is  $CH_2$ ,  $Y^{AT}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is methoxy, and  $X^O$  is aminomethyl;

$R^2$  is phenyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^{AT}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is methoxy, and  $X^O$  is aminomethyl;

$R^2$  is benzyl, B is phenyl, A is  $CH_2CH_2$ ,  $Y^{AT}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is methoxy, and  $X^O$  is aminomethyl;

$R^2$  is phenyl, B is phenyl, A is  $\text{CH}_2\text{CH}_2$ ,  $\text{Y}^{\text{AT}}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is methoxy, and  $\text{X}^{\text{O}}$  is aminomethyl;

$R^2$  is benzyl, B is phenyl, A is  $\text{CH}_2\text{CH}_2$ ,  $\text{Y}^{\text{AT}}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is methoxy, and  $\text{X}^{\text{O}}$  is aminomethyl;

5       $R^2$  is phenyl, B is phenyl, A is  $\text{CH}_2\text{CH}_2$ ,  $\text{Y}^{\text{AT}}$  is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl,  $R^1$  is methoxy, and  $\text{X}^{\text{O}}$  is aminomethyl.

46. A composition for inhibiting thrombotic conditions in blood comprising a compound of any one of Claims 8, 16, 24, 32, 40, and 45 and a  
10      pharmaceutically acceptable carrier.

47. A composition for inhibiting thrombotic conditions in blood comprising a compound of any one of Claims 1 through 7, Claims 9 through 15, Claims 17 through 23, Claims 25 through 31, Claims 33 through 39, and Claims 41  
15      through 44 and a pharmaceutically acceptable carrier.

48. A method for inhibiting thrombotic conditions in blood comprising adding to blood a therapeutically effective amount of a composition of any one of Claims 46 and 47.  
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49. A method for inhibiting formation of blood platelet aggregates in blood comprising adding to blood a therapeutically effective amount of a composition of any one of Claims 46 and 47.

25      50. A method for inhibiting thrombus formation in blood comprising adding to blood a therapeutically effective amount of a composition of any one of Claims 46 and 47.

30      51. A method for treating or preventing venous thromboembolism and pulmonary embolism in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of any one of Claims 46 and 47.

52. A method for treating or preventing deep vein thrombosis in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of any one of Claims 46 and 47.
- 5 53. A method for treating or preventing cardiogenic thromboembolism in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of any one of Claims 46 and 47.
- 10 54. A method for treating or preventing thromboembolic stroke in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of any one of Claims 46 and 47.
- 15 55. A method for treating or preventing thrombosis associated with cancer and cancer chemotherapy in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of any one of Claims 46 and 47.
- 20 56. A method for treating or preventing unstable angina in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of any one of Claims 46 and 47.
- 25 57. A method for inhibiting thrombus formation in blood comprising adding to blood a therapeutically effective amount of a compound of any one of Claims 1 through 45 with a therapeutically effective amount of fibrinogen receptor antagonist.
- 30 58. The use of a compound of any one of Claims 1 through 45, or a pharmaceutically acceptable salt thereof, in the manufacture of medicament for inhibiting thrombus formation, treating thrombus formation, or preventing thrombus formation in a mammal.